

9/04/98

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305) 541-3770

NAME: GIANFRANCO, INC. *Enterprises, Inc.*

AUDIT NUMBER.....H98000016475

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

TA-9/8/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

EMPIRE

SUBJECT: GIANFRANCO, INC.
REF: W98000020220

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FAX Aud. #: H98000016475
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ARTICLES OF INCORPORATION

OF

GIANFRANCO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is GIANFRANCO ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to construct, own, buy, sell, lease, equip and operate restaurants and cafes of all kinds, to manufacture, create, and generally deal in all kinds of food, food stuffs, and food products, and any and all related services, and to manufacture, buy, sell, and otherwise deal in food related products necessary or useful in such occupation, and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

Articles prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar No. 900974
4100 South Dixie Highway, Suite C
West Palm Beach, FL 33405
(561) 655-9400

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Michael F. Coiro
3114 Tuxedo Avenue, West Palm Beach, FL 33405

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 3114 Tuxedo Avenue, West Palm Beach, Florida 33405. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is:

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Ralph Zuccarelli, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405
Michael F. Coiro, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INITIAL OFFICERS

The names of the initial officers of this corporation and their street address is:

Ralph Zuccarelli, President, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405
Michael F. Coiro, Vice-President/Treasurer, 3114 Tuxedo Avenue, West Palm Beach, Florida
Daniel Coiro, Secretary, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporators are:

Ralph Zuccarelli, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons:

Ralph Zuccarelli, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405
Michael F. Coiro, 3114 Tuxedo Avenue, West Palm Beach, Florida 33405

Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the

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corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

ARTICLE XII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XIII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIV - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 2nd day of September, 1998.


RALPH ZUCCARELLI

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

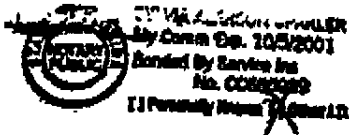
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BEFORE ME, a Notary Public, personally appeared , RALPH ZUCCARELLI, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 2nd day of September, 1998.

Sylvia Marion Spaulter
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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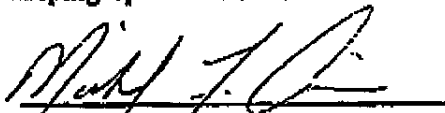
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with
said Act:

That Gianfranco Enterprises, Inc. desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm
Beach County, Florida, has named MICHAEL F. COIRO, located at 3114 Tuxedo Avenue, West
Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.


MICHAEL F. COIRO

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TALLAHASSEE, FLORIDA

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