

P980000 99281

LAW OFFICE

ELAINE M. GATSOS

SUITE 210 - INTERSTATE PLAZA

1499 WEST PALMETTO PARK ROAD

BOCA RATON, FLORIDA 33486

ELAINE M. GATSOS  
KEVIN L. EDWARDS

TELEPHONE (561) 750-1120  
1-(800)-749-5342  
TELECOPIER (561) 750-1253  
e-mail: emgatsos@aol.com

November 19, 1998

VIA AIRBORNE EXPRESS

Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, FL 32399

300002693943-6  
-11/23/98--01110--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

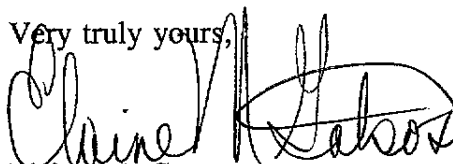
RE: VINGIANO ITALIAN RESTAURANT 2, INC.  
ARTICLES OF INCORPORATION

Dear Sir or Madame:

Enclosed please find the originals and one (1) copy of each of the Articles of Incorporation for the above-referenced corporations. Also enclosed is a check in the amount of \$78.75 representing the filing fees and the certifications of same.

Thank you for your cooperation in this regard.

Very truly yours,

  
Elaine M. Gatsos

EMG:ecc  
enclosure

FILED  
NOV 23 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
NOV 23 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
11-25-98  
6

FILED  
98 NOV 23 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VINGIANO ITALIAN RESTAURANT 2, INC.

The undersigned subscribed to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

VINGIANO ITALIAN RESTAURANT 2, INC.

and its initial post office address and its principal office for the conduct of business is:

861 Yamato Road  
Bay # 2  
Boca Raton, FL

ARTICLE II

The purpose of the Corporation shall be all lawful purposes under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this Corporation which it is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 per value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of

this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

The term for which this Corporation shall exist shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this Corporation within the limitations prescribed by law.

The officers of this Corporation shall be a President, Vice President, Treasurer and Secretary and any other officer as the Board of Directors may deem expedient.

#### ARTICLE VI

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time according to the By-Laws. The name(s) and address(es) of the initial director(s) of this Corporation is:

CHRISTOPHER S. VINGIANO  
861 Yamato Road, Bay #2  
Boca Raton, FL

#### ARTICLE VII

No contract, act or transaction of this Corporation with any person or persons, firm or other Corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this Corporation is a party to or interested in such contract, act or transaction, or in any way connected with

such person, persons, firm or Corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may in any way be interested. Any director of this Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE VIII

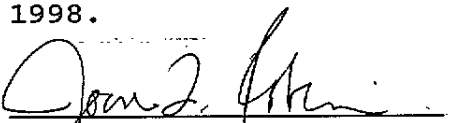
The street address of the initial registered office of this Corporation is 1499 West Palmetto Park Road, Suite 210, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation is:

Elaine M. Gatsos, Esquire

#### ARTICLE IX

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27<sup>th</sup> day of October, 1998.

  
Witness

  
CHRISTOPHER S. VINGIANO

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments

in the State and County set forth above, personally appeared, CHRISTOPHER S. VINGIANO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 27<sup>th</sup> day of October, 1998.

Joan J. Kirsin

Pamela Ann Voss  
Pamela Ann Voss, Notary Public  
State of Florida

My Commission No.  
My Commission Expires:



Pamela Ann Voss  
MY COMMISSION # CC702880 EXPIRES  
January 28, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

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

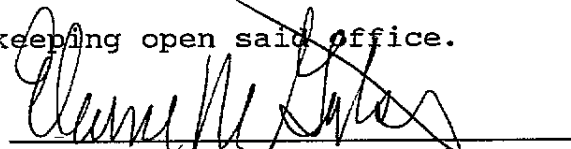
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent 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 accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.

  
\_\_\_\_\_  
ELAINE M. GATSOS, ESQUIRE  
Registered Agent

  
\_\_\_\_\_  
ELAINE M. GATSOS, ESQUIRE  
Registered Agent

**FILED**  
98 NOV 23 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA