

P99000089165



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 404483 81195A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : October 8, 1999

ORDER TIME : 10:0 AM

ORDER NO. : 404483-005

CUSTOMER NO: 81195A

CUSTOMER: I. Jeffrey Pheterson, Esq
SCHMIDT & PHETERSON
SCHMIDT & PHETERSON
Suite 420
400 South Dixie Highway
Boca Raton, FL 33432

000003009980--8

DOMESTIC FILING

NAME: DA GIOVANNI'S PIZZERIA &
RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -8 PM 1:32

RECEIVED
99 OCT -8 10:11:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DA GIOVANNI'S PIZZERIA & RESTAURANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

NAME

The name of the corporation is DA GIOVANNI'S PIZZERIA & RESTAURANT,
INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is 200 shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

a. At all meetings of the shareholders the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder

from voting thereon.

b. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV **TERM OF EXISTENCE**

This corporation shall have perpetual existence.

ARTICLE V **PRINCIPAL OFFICE**

The address of the initial principal office of the corporation in the State of Florida is 382 S.W. 32nd Terrace, Deerfield Beach, Florida, 33442. The Board of Directors may, from time to time, change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 382 S.W. 32nd Terrace, Deerfield Beach, Florida, 33442, and the name of the registered agent of the corporation at that address is Gaetano Calaciura, 382 S.W. 32nd Terrace, Deerfield Beach, Florida, 33442.

ARTICLE VII **BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may

be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gaetano Calaciura	382 S.W. 32nd Terrace Deerfield Beach, Florida 33442

ARTICLE VIII **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX **INDEMNIFICATION**

This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

Gaetano Calaciura	382 S.W. 32nd Terrace Deerfield Beach, Florida 33442
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of October, 1999.

[Signature]
Incorporator

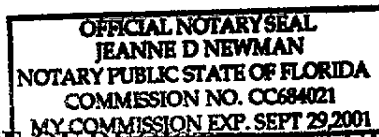
STATE OF FLORIDA)
) SS
COUNTY OF)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GAETANO CALACIURA, known to 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 6th day of October, 1999.

Jeanne D. Newman
Notary Public,
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.

Gaetano Calaciura
Gaetano Calaciura

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