

LAW OFFICES

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October 6, 1999

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

800003008609--5  
-10/07/99--01063--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Prima Cucina, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Prima Cucina, Inc. Also enclosed is a check in the amount of \$87.50 for filing fee and Certificate of Status. Please return the Certificate Status and a Certified Copy of the Articles of Incorporation indicating that the corporation is active.

If you have any questions concerning the above and/or enclosed, please do not hesitate to call me.

Very truly yours,

Michael P. Peterson

FILED  
99 OCT -7 AM 9:24  
OFFICE OF THE CLERK  
STATE  
TALLAHASSEE, FLORIDA

10-12-99  
5

**Articles of Incorporation  
For  
PRIMA CUCINA, INC.**

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**Article I  
Name of Corporation**

The name of this corporation shall be **PRIMA CUCINA, INC.**

**Article II  
Purposes**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III  
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/or her to exercise his/or her preemptive rights.

Prepared by: Michael P. Peterson, Esquire  
Salas, Ede, Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143  
Phone No. (305) 663-0000  
Florida Bar No. 982040

**FILED**  
OCT - 7 AM 9:25  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**Article IV**  
**Duration**

This corporation shall have perpetual existence.

**Article V**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Directors of this corporation are:

Alfredo Ferrari	16323 Segovia Circle South Ft. Lauderdale, Florida 33331
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Maria Ferrari	16323 Segovia Circle South Ft. Lauderdale, Florida 33331
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Vicenza Ferrante	16200 Oneida Place Davie, Florida 33331
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**Article VI**  
**Informal Shareholder Action**

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

**Article VII**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Article VIII**  
**Indemnification**

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

**Article IX  
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing corporation.

**Article X  
Registered Agent**

The address of this Corporation's initial registered office and the designated initial registered agent at said address is as follows:

Michael P. Peterson, Esq.  
Salas, Ede, Peterson & Lage, L.L.C.  
6361 Sunset Drive  
South Miami, Florida 33143

**Article XI  
Incorporator**

The name and address of the incorporator is as follows:

Alfredo Ferrari                      16323 Segovia Circle South  
Ft. Lauderdale, Florida 33331

**Article XII  
Corporate Address**

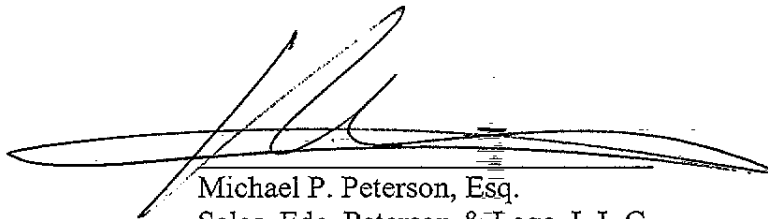
The mailing address of the corporation is as follows:

1399 S. University Drive  
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of incorporation in the State of Florida, on October 6, 1999.

  
\_\_\_\_\_  
Alfredo Ferrari, Incorporator

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for Section 607.0505 Florida Statutes.

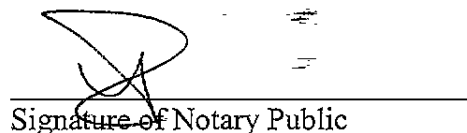


Michael P. Peterson, Esq.  
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South Miami, Florida 33143

STATE OF FLORIDA     )  
                                      )SS  
COUNTY OF DADE     )

The preceding or attached instrument was acknowledged before me on 10-6-99,  
by Michael P. Peterson, he is personally known to me or has produced \_\_\_\_\_  
as identification and did not take oath.

{Notary Seal}



Signature of Notary Public

Yvonne Perez  
Print or Type Name of Notary Public



Yvonne Perez  
MY COMMISSION # CC773949 EXPIRES  
September 9, 2002  
BONDED THRU TROY FAIN INSURANCE, INC

FILED  
99 OCT -7 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA