



**MINUTES OF ANNUAL MEETING OF DIRECTORS
OF
GIOVANNI's, INC.**

THIS SPECIAL MEETING OF DIRECTORS OF GIOVANNI's, INC., an Illinois Corporation, was held at the offices located at 1413 N. 13th Street, Melrose Park, Illinois on the 2nd day of February 1999 at the hour of 1:30 P.M., pursuant to waiver of notice by all the Directors.

Upon motion duly made, seconded and unanimously carried, GIOVANNI G. SULLO was chosen as chairman of the meeting and ENNIO A. SULLO was chosen as secretary of the meeting.

The following directors were present in person:

Upon motion duly made, seconded and unanimously carried, GIOVANNI G. SULLO was chosen as chairman of the meeting and ENNIO A. SULLO was chosen as secretary of the meeting.

The following directors were present in person:

GIOVANNI G. SULLO and ENNIO A. SULLO

The secretary reported that all the Directors of the corporation were present in person.

ENNIO A. SULLO proposed that the Board adopt a Resolution to set up the directors of the corporation for the current year. Upon motion duly made, seconded and unanimously carried, the directors were duly nominated and voted on by all the directors and by unanimous decision of all of the directors of GIOVANNI'S, INC. that the following named persons would be the directors of the company for 1999.

GIOVANNI G. SULLO and ENNIO A. SULLO

ENNIO A. SULLO proposed that the Board adopt a Resolution to set up the officers of the corporation for the current year. Upon motion duly made, seconded and unanimously carried, the directors were duly nominated and voted on by all the directors and by unanimous decision of all of the directors of GIOVANNI'S, INC. that the following named persons would be the officers of the company for 1999.

- PRESIDENT: GIOVANNI G. SULLO
- VICE-PRESIDENT: ENNIO A. SULLO
- TREASURER: ENNIO A. SULLO
- SECRETARY: ENNIO A. SULLO

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ENNIO A. SULLO proposed that the Board adopt a Resolution to approve the purchase and assignment of lease for the purchase of a business located at 3660 N. Lake Shore Drive, known as NEW YORK MARKET. That after discussion, and analysis of the figures, leases, costs and other business opportunities, it was determined that this would be a good opportunity for the company and upon motion duly made, seconded and unanimously carried on adoption of a corporate plan and action to enter into negotiations to purchase and purchase said business, vote being taken and counted, it is hereby reported that the Directors have approved and adopted the resolution setting forth the negotiations for GIOVANNI Inc. to enter into negotiations and to purchase the business known as NEW YORK MARKET.

That it was further proposed that ENNIO SULLO be made manager of said project and that he be responsible for obtaining of all liquor licenses, business and food licenses, lotto licenses and any other matters related to the purchase and running of the operation of NEW YORK MARKET.

Upon motion duly made, seconded and unanimously carried on making ENNIO SULLO the manager and person responsible for carrying out the management of the business and other matters stated above, the vote on adoption of such proposal being taken and counted, it is hereby reported that the Directors have approved and adopted the resolution setting forth that ENNIO SULLO shall have the responsibilities as herein stated.

There being no further or other business to come before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Ennio A. Sullo
Secretary of Meeting

Approved: Ennio A. Sullo
Ennio A. Sullo



ALAN D. LYONS
715 LAKE ST #100
OAK PARK, ILL (60301)