

SECURITIES AND EXCHANGE COMMISSION

FORM S-1

General form of registration statement for all companies including face-amount certificate companies

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FILER

Dinello Restaurant Ventures, Inc.

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Business Address

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ST PETERSBURG FL 33704
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DINELLO RESTAURANT VENTURES, INC.

(Name of small business issuer in its charter)

Florida

*(State or jurisdiction of
incorporation or organization)*

5812

(Primary Standard Industrial Classification Code Number)

14-1877754

*(I.R.S. Employer
Identification No.)*

**2701 4th Street North, Units 102/103
St. Petersburg, Florida 33704
(727) 896-3278**

(Address and telephone number of principal executive offices and principal place of business)

**Harrison Law, P.A.
6860 Gulfport Blvd. South, #162
St. Petersburg, FL 33707
(941) 723-7564**

(Name, address and telephone number of agent for service)

Copies to:

**Dinello Restaurant Ventures, Inc.
2701 4th Street North, Units 102/103, St. Petersburg, FL 33704
Telephone: 727-896-3278 Facsimile: 727-896-0160**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price¹	Amount of Registration Fee
Common Stock par value \$0.001 ²	421,225	\$0.10	\$42,122.50	4.89
Total	421,225	\$0.10	\$42,122.50	\$4.89

¹ Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

² Maximum 421,225 shares of common stock, with no minimum, relate to relate to the Offering by twenty-nine (29) selling security holders.

The information in this prospectus is not complete and may be changed. The securities offered by this prospectus may not be sold until the Registration Statement filed with the Securities and Exchange Commission is effective. This prospectus is neither an offer to sell these securities nor a solicitation of an offer to buy these securities in any state where an offer or sale is not permitted.

PRELIMINARY PROSPECTUS

Dated February 3, 2011

DINELLO RESTAURANT VENTURES, INC.

**The Securities Being Offered by Selling Security Holders of Dinello Restaurant Ventures, Inc. Are Shares of Common Stock
Shares offered by Security Holders: 421,225**

The selling security holders named in this prospectus are offering to sell 421,225 shares of Dinello Restaurant Ventures, Inc.'s ("Dinello's") common stock through this prospectus and we deem them "underwriters" as that term is defined in Section 2(a)(11) of the Securities Act of 1933.

Dinello's common stock is presently not traded on any market or securities exchange. Accordingly, the sales price to the public is fixed at \$0.10 per share for the duration of the offering.

Dinello's is not selling any shares of its common stock in this offering and therefore will not receive any proceeds from this offering. The shares of Dinello's common stock being offered through this prospectus will be offered by the selling security holders from time to time for a period ending nine months after the date the registration statement has been declared effective by the SEC, or until the date on which we otherwise terminate the offering prior to the expiration of nine months. The actual number of shares sold will vary depending upon the individual decisions of the selling security holders. None of the proceeds from the sale of stock by the selling security holders will be placed in escrow, trust or similar account.

Our common stock is not currently listed or quoted on any quotation medium and involves a high degree of risk. You should read the "RISK FACTORS" section beginning on page 3 before you decide to purchase any of our common stock.

Neither the Securities and Exchange Commission nor any state commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Nor have they made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.

	Per Share	Total
Price to Public, Offering	\$0.10	\$42,122.50
Underwriting Discounts and Commissions, Offering	-0-	-0-
Proceeds to Cheetah Consulting, Inc.	-0-	-0-

The date of this prospectus is February 3, 2011

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Dealer Prospectus Delivery Instructions

Until _____, 2011 all dealers that effect transactions in these shares of common stock, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART I - Information Required In Prospectus

PROSPECTUS SUMMARY

This summary highlights certain information contained elsewhere in this prospectus. You should read the following summary together with the more detailed information regarding Dinello Restaurant Ventures, Inc. ("Us," "We," "Our," "Dinello's," the "Company," or "the Corporation") and our financial statements and the related notes appearing elsewhere in this prospectus.

The Corporation

Our Business

Since inception on April 2, 2003, Dinello Restaurant Ventures, Inc. has engaged in the operation of a pizza, pasta and grinder sandwich restaurant.

Dinello Restaurant Ventures, Inc. hopes to capitalize on its expertise and experience to be competitive in the marketing of its specialty pizzas and sandwiches. Dinello's will continue to develop food to serve to the public. We believe our quality food products will continue to set us apart from our competition. To support that intention, our restaurant continues to employ the use of in-house development of new recipes for pizzas, pasta and sandwiches. We believe our target market is in an underdeveloped market. We further believe that this niche is currently served primarily by large chain pizza stores that concentrate only on the sale and not necessarily on the best product for the consumer. By concentrating our efforts on the quality of our products while providing for cost effectiveness, management believes that it can grow and expand our business.

While our key employee has over ten (10) years experience in this area of business, we are at a disadvantage with our large competitors. Our competitors have the benefit of more years experience in operations and a larger capital base, while our business has fewer years in operation and a smaller capital base. Our lack of experience coupled with our minimal capital base makes any investment in our Company a high risk.

We do compete with many national pizza chain stores such as Domino's; Papa John's; Little Caesars and Pizza Hut. These firms have the experienced personnel, years in business, capitalization, and a reputation that make it difficult for us to compete. As a result of such competition, we will concentrate our efforts on trying to develop our immediate five (5) mile population base by offering what we believe are better pizza, pasta and sandwiches.

Our State of Organization

We were incorporated in Florida on April 2, 2003. Our principal address is 2701 4th Street North, Units 102/103, St. Petersburg, Florida, 33704. Our phone number is (727) 896-3278.

PROSPECTUS SUMMARY*(continued)***The Offering**

Number of Shares Being Offered We are offering to sell up to 421,225 shares of common stock at the fixed price of \$0.10 per share.

Number of Shares Outstanding After the Offering 3,238,078 shares of our common stock are issued and outstanding. We have no other securities issued.

Use of proceeds We will not receive any of the proceeds from the sale of shares of common stock by the selling security holders.

Plan of Distribution The Offering is made by the selling security holders named in this Prospectus to the extent they sell shares. We may or may not seek quotation of our common stock on the Over-the-Counter-Bulletin-Board (“OTCBB”). However, no assurance can be given that our common stock will be approved for quotation on the OTCBB even if we make application to the OTCBB. Selling security holders, as underwriters, must sell their shares at \$.10 per share for the duration of this offering.

Risk Factors You should carefully consider all the information in this Prospectus including the information set forth in the section of the Prospectus entitled “Risk Factors” beginning on page 3 before deciding whether to invest in our common stock.

Lack of Liquidity in our common stock Our common stock is not presently quoted on or traded on any securities exchange or automatic quotation system and we have not yet applied for listing or quotation on any public market. We can provide no assurance that there will ever be an established public trading market for our common stock. If we decide to seek quotation on the OTCBB, we must obtain a market maker to file an application with the Financial Industry Regulatory Authority (FINRA) on our behalf. There is a risk that we may not be able to obtain a market maker to file such an application. If a market maker does file an application on our behalf, it may take as long as nine (9) months to one (1) year to be approved by the FINRA. We may or may not seek to have a market maker file a Listing Application on our behalf.

Selected Financial Data

	<i>For the Year ended December 31, 2010 (Audited)</i>	<i>For the Year Ended December 31, 2009 (Audited)</i>
Balance Sheet		
Total Assets	\$ 32,680	\$ 17,585
Total Liabilities	27,286	21,122
Stockholder’ s Equity	5,394	(3,538)
Statement of Operations		
Revenue	445,929	564,509
Total Expense	468,758	560,293
Other Income (expense)	5,453	(631)
Net Income (Loss)	\$ (17,376)	\$ 3,585

RISK FACTORS

Before you invest in our common stock, you should be aware that there are risks, as described below. You should carefully consider these risk factors together with all of the other information included in this prospectus before you decide to purchase shares of our common stock. Any of the following risks could adversely affect our business, financial condition and results of operations. We have incurred both profits and losses from inception while realizing our revenues and we may never generate substantially more revenues or be profitable in the future.

Risks Relating to Our Business

Economic events have adversely impacted our business and results of operations and may continue to do so.

Many parts of the world including the United States are currently in a recession and we believe that these weak general economic conditions will continue through the end of 2010 and most likely beyond. The ongoing impacts of the housing crisis, high unemployment and financial market weakness may further exacerbate current economic conditions. As the economy struggles, our guests may become more apprehensive about the economy and/or related factors, and may reduce their level of discretionary spending. A decrease in spending due to lower consumer discretionary income or consumer confidence in the economy could impact the frequency with which our guests choose to dine out or the amount they spend on meals while dining out, thereby decreasing our revenues and negatively affecting our operating results. Additionally, we believe there is a risk that if the current negative economic conditions persist for a long period of time and become more pervasive, consumers might make long-lasting changes to their discretionary spending behavior, including dining out less frequently on a more permanent basis.

The current industry downturn is negatively impacting our business with a revenue decline in fiscal 2010.

We had a small loss from continuing operations, net of taxes of \$17,376 in fiscal 2010. Our revenues decreased due to the weak economic environment. If the economic environment deteriorates further, or is prolonged, resulting in continued revenue decreases, and our actions to respond to these conditions are not sufficient, we could continue to see our revenues decline and we would suffer losses.

Changing discretionary spending patterns and general economic conditions could reduce our guest traffic and/or average revenue per guest, which would have an adverse effect on our revenues.

Purchases at our restaurant are discretionary for our guests and, therefore, we are susceptible to economic slowdowns. In particular, our restaurant caters primarily to dining guests that have less discretionary disposable income than those attracted to restaurants offering a high-end dining experience. We believe that the vast majority of our weekday revenues and a substantial portion of our weekend revenues from the restaurant are derived from working class families that must budget more closely than diners with more disposable income. Accordingly, we believe that our business is particularly susceptible to any factors that cause a reduction in disposable income. We also believe that consumers generally are more willing to make discretionary purchases, including restaurant meals, during periods in which favorable economic conditions prevail. Changes in spending habits as a result of the current economic slowdown and reduction in consumer confidence have reduced our guest traffic, which adversely affected our revenues.

The future performance of the U.S. economy and global economies are uncertain and are directly affected by numerous global and national factors, in addition to other factors that are beyond our control. These factors, which also affect discretionary consumer spending, include among other items, international, national, regional and local economic conditions, disposable consumer income, consumer confidence, terrorist attacks and the United States' participation in military actions. We believe that these factors have adversely impacted our business and, should these conditions continue, worsen or be perceived to be worsening or should similar conditions occur in the future, we would expect them to continue to adversely impact our business.

Our restaurant revenues have decreased in the past year and can cause our results of operations to fluctuate significantly.

A number of factors have historically affected, and will continue to affect, our restaurant revenue including, among other factors:

- our ability to execute our business strategy effectively;
- competition;
- consumer trends;

- introduction of new menu items; and
- general international, national, regional and local economic conditions.

Our results of operations and revenues could be adversely affected by our inability to expand our operations within anticipated time periods and budgets.

There are a number of factors which may impact the amount of time and money required for the expansion of our business, including but not limited to, delays by the landlord in making improvements to the building we occupy, shortages of skilled labor, labor disputes, shortages of materials, delays with obtaining permits and local government regulations.

Our continued growth depends on our ability to expand and operate profitably.

A substantial majority of our historical growth has been due to a thriving economy. When comparing fiscal 2010 to fiscal 2009, revenues declined due to the continued recession. Our ability to expand is dependent upon a number of factors, some of which are beyond our control, including but not limited to our ability to:

- find quality suppliers who offer lower product pricing;
- reach acceptable agreements regarding our lease;
- develop additional sources of marketing that are within our budgetary constraints;
- comply with applicable zoning, land use and environmental regulations;
- raise, borrow or have available an adequate amount of money for expansion costs;
- hire, train and retain the skilled management and other employees necessary to meet staffing needs in a timely manner;
- obtain, for an acceptable cost, required permits and approvals;
- successfully promote our restaurant and compete in the market in which we are located.

We are reviewing our business model to determine whether we should consider looking for additional sites for potential future restaurants. Typically, there has been a “ramp-up” period of one to two years before a restaurant can achieve its targeted level of performance. This “ramp-up” period, however, could be longer if the weak economic environment continues. The delay in achieving targeted level of performance is usually due to higher operating costs caused by start-up and other temporary inefficiencies associated with opening new restaurants such as lack of market familiarity and acceptance should we enter new markets.

We may not be able to attract enough guests to a new restaurant because potential guests may be unfamiliar with our restaurant or the atmosphere or the menus of our restaurant might not appeal to them. As a result, the operating results generated at a new restaurant may not equal the operating results generated at our existing restaurant. In the event we choose to open a new restaurant we may even operate at a loss, which could have a significant adverse effect on our overall operating results.

For these same reasons, many markets would not successfully support one of our restaurants. Furthermore, our ability to expand into non-U.S. markets also may be impacted by legal considerations.

Our existing senior personnel, restaurant management systems, financial controls, information systems and other systems and procedures may be inadequate to support any expansion, which could require us to incur substantial expenditures that could adversely affect our operating results.

Our restaurant may not be able to compete successfully with other restaurants and, as a result, we may not achieve our projected revenue and profitability targets.

If our restaurant is unable to compete successfully with other restaurants in our existing market, we may not achieve our projected or historical revenue and profitability targets. Our industry is intensely competitive with respect to price, quality of service, restaurant location, ambiance of facilities and type and quality of food. We compete with national and regional restaurant chains and independently owned restaurants for guests, restaurant locations and qualified management and other restaurant staff. Compared to our business, our competitors may have greater financial and other resources, have been in business longer, have greater name recognition and be better established in the market where our restaurant is located or may be located should we choose to expand.

Our success depends in part upon the continued popularity of pizza, pasta and grinder sandwiches.

Shifts in consumer preferences away from this type of food could materially adversely affect our operating results. The restaurant industry is characterized by the continual introduction of new concepts and is subject to rapidly changing consumer

preferences, tastes and eating and purchasing habits. Our success depends in part on our ability to anticipate and respond to changing consumer preferences, as well as other factors affecting the restaurant industry, including new market entrants and demographic changes.

Continued expansion by our competitors in the pizza, pasta and sandwich segment of the restaurant industry could prevent us from realizing anticipated benefits from growth in our existing restaurant revenue.

Our competitors have opened many pizza, pasta and sandwich shops in recent years and a key element of our strategy is to expand in our existing market. If we overestimate demand for our menu offering or underestimate the popularity of our competitors' restaurants, we may be unable to realize anticipated revenues from expansion in our current market. Similarly, if one or more of our competitors open new restaurants in our existing or anticipated markets, revenues in our restaurant may be lower than we expect. Any unanticipated slowdown in demand due to industry growth or other factors could reduce our revenue and results of operations, which could cause our revenue to decline substantially.

Restaurant companies have been the target of class action lawsuits and other proceedings alleging, among other things, violations of federal and state workplace and employment laws. Proceedings of this nature, if successful, could result in our payment of substantial damages.

Our results of operations and liquidity may be adversely affected by legal or governmental proceedings brought by or on behalf of our employees or guests. In recent years, a number of restaurant companies, have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state law regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted from time to time alleging violations of various state and federal wage and hour laws regarding employee meal deductions, the sharing of tips amongst certain employees and failure to pay for all hours worked. In the event we were named in this type of proceeding we may incur substantial damages and expenses resulting from such a lawsuit, which would increase the cost of operating our business and decrease the cash available for other uses, and may require us to borrow capital or cease operations.

Litigation concerning food quality, health and other issues could impact our results of operations or require us to incur additional liabilities or cause guests to avoid our restaurants.

Occasionally guests file complaints or lawsuits against restaurants alleging that they are responsible for an illness or injury they suffered at or after a visit to the restaurant. We may also be subject to a variety of other claims arising in the ordinary course of our business, including personal injury claims, contract claims and claims alleging violations of federal and state laws regarding workplace and employment, discrimination and similar matters. In addition, we could become subject to class action lawsuits related to these matters in the future. The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their guests. Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations and hurt our performance. A judgment significantly in excess of our insurance coverage for any claims would materially adversely affect our financial condition, results of operations and liquidity. Adverse publicity resulting from these claims may negatively impact sales.

Taxing authorities may select to audit our federal, state and/or local tax returns from time to time, which may result in tax assessments and penalties that could have an adverse effect on our results of operations and financial condition.

We are subject to federal, state and local taxes in the U.S. Although we believe that our tax reporting is reasonable, if any taxing authority disagrees with the positions taken by the Company on its tax returns, we could have additional tax liabilities, including interest and penalties, which, if material, could have an adverse impact on our results of operations and financial condition.

Increases in the prices of, and/or reductions in the availability of food products could reduce our operating margins and our revenues.

We purchase large quantities of certain food stuffs, particularly cheese and flour, which are subject to extreme price fluctuations due to seasonal shifts, climate conditions, industry demand and other factors. Our food costs represented approximately 25% and 40% of our food costs during fiscal 2010 and fiscal 2009, respectively. The market for cheese is particularly volatile. For example, the impact of diminished performance of our cheese from our supplier in the spring of 2010 resulted in requiring us to pay significantly higher prices for the same cheese being purchased as pre-shredded which is approximately \$.10 per pound higher than cheese we can shred in our store. If prices for the types of cheese we use in our restaurant increases in the future and we choose not to pass, or cannot pass, these increases on to our guests, our operating margins would decrease, perhaps materially. If certain kinds of cheese become unavailable for us to purchase, our revenues could decrease as well.

We may experience higher operating costs, including increases in supply prices and employee salaries, wages and benefits, which will adversely affect our operating results if we cannot increase menu prices to cover them.

If we increase the compensation or benefits to our employees or pay higher prices for food items or other supplies, we will have an increase in our operating costs. If we are unable or unwilling to increase our menu prices or take other actions to offset increased operating costs, our operating results will suffer. Many factors affect the prices that we pay for the various food and other items that we use to operate our restaurant, including seasonal fluctuations, changes in weather or demand and inflation. Factors that may affect the salaries and benefits that we pay to our employees include local unemployment rates and changes in minimum wage and employee benefits laws. Other factors that could cause our operating costs to increase include fuel prices, cost of gas and electricity, occupancy and related costs, maintenance expenditures and increases in other day-to-day expenses. In addition, various proposals that would require employers to provide health insurance for all of their employees are being considered from time-to-time in the U.S. Congress and various states. The imposition of any requirement that we provide health insurance to all employees could have an adverse effect on our operating performance.

Increases in the minimum wage could increase our labor costs. For example, under the Federal Minimum Wage Act of 2007, on July 24, 2009, the federal minimum wage increased to \$7.25 per hour. If we are unable to offset the increased labor costs by increasing our menu prices or by other means, this could have a material adverse effect on our business and results of operations.

Our operating results may fluctuate significantly due to the seasonality of our business and these fluctuations make it more difficult for us to predict accurately and address in a timely manner factors that may have a negative impact on our business.

Our business is subject to seasonal fluctuations that may vary greatly depending upon the region in which our particular restaurant is located. These fluctuations can make it more difficult for us to predict accurately and address in a timely manner factors that may have a negative impact on our business. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year. In addition, in the past we have incurred, and in the future are likely to incur, a net loss in the third quarter due to the seasonality of our business, with revenues generally being less in the third quarter primarily due to our reduced summer volume.

Our results of operations are affected by a variety of factors, including severe weather conditions, and have fluctuated significantly in the past and can be expected to continue to fluctuate significantly in the future.

Our results of operations have fluctuated significantly in the past and can be expected to continue to fluctuate significantly in the future. Our results of operations are affected by a variety of factors, including:

- the timing of new restaurant openings by competitors;
- changes in consumer preferences;
- general economic conditions;
- severe weather conditions; and
- actions by our competitors.

Our restaurant is located in a region that is susceptible to severe weather conditions. As a result, adverse weather conditions in this area could damage our restaurant, result in fewer guest visits to the restaurant and otherwise have a material adverse impact on our business. For example, our business was adversely impacted in the third and fourth quarters of fiscal 2007 due to hurricanes and severe weather in Florida. Therefore, you should not rely on our past results of operations as being indicative of the future.

Negative factors or publicity surrounding our restaurant or the consumption of pizza, pasta and sandwiches generally could adversely affect consumer taste, which could reduce sales our restaurant and make our brand less valuable.

Because our competitive strengths include the quality of our food and our restaurant facilities, we believe that adverse publicity relating to these factors or other similar concerns affects us more than it would restaurants that compete primarily on other factors. Any shifts in consumer preferences away from the kinds of food we offer, particularly pizza, whether because of dietary or other health concerns or otherwise, would make our restaurant less appealing and adversely affect our revenues. Adverse changes involving any of these factors could further reduce our guest traffic and/or impose practical limits on pricing, which could further reduce our revenues and operating income.

Instances of food-borne illness and outbreaks of disease, as well as negative publicity relating thereto, could result in reduced demand for our menu offerings and reduced traffic in our restaurants and negatively impact our business.

Instances of food-borne illness, including Bovine Spongiform Encephalopathy, which is also known as BSE or mad cow disease, aphthous fever, which is also known as hoof and mouth disease, as well as hepatitis A, lysteria, salmonella and e-coli, whether or not traced to our restaurant, could reduce demand for our menu offerings. Outbreaks of disease, including severe acute respiratory syndrome, which is also known as SARS, Avian flu and other influenzas, could reduce traffic in our restaurant. Any of these events would negatively impact our business. In addition, any negative publicity relating to these and other health-related matters may affect consumers' perceptions of our restaurant and the food that we offer, reduce guest visits to our restaurant and negatively impact demand for our menu offerings. Because our competitive strengths include the quality of our food, adverse publicity relating to these matters or other similar concerns affects us more than it would restaurants that compete primarily on other factors.

We depend upon frequent deliveries of food and other supplies, which subjects us to the possible risks of shortages, interruptions and price fluctuations.

Our ability to maintain consistent quality throughout our restaurant depends in part upon our ability to acquire fresh food products, including fresh vegetables and cheese, and related items from reliable sources in accordance with our specifications and in sufficient quantities. Our dependence on suppliers, as well as the number of available suppliers of fresh vegetables and cheese, subjects us to the possible risks of shortages, interruptions and price fluctuations. If any of these suppliers do not perform adequately or otherwise fail to distribute products or supplies to our restaurant, we may be unable to replace the suppliers in a short period of time on acceptable terms. Our inability to replace our suppliers in a short period of time on acceptable terms could increase our costs and could cause shortages at our restaurant of food and other items that may cause us to remove certain items from our restaurant's menu or temporarily close. If we temporarily close our restaurant or remove popular items from our menu, we may experience a significant reduction in revenue during the time affected by the shortage and thereafter, as our guests may change their dining habits as a result. We have no long-term contracts for any food items used in our restaurants. We currently do not engage in futures contracts or other financial risk management strategies with respect to potential price fluctuations in the cost of food and other supplies, which we purchase at prevailing market or contracted prices.

We may incur additional costs or liabilities and lose revenues impacting operating results as a result of litigation and government regulation affecting the operation of our restaurant.

Our business is subject to extensive federal, state, and local government regulation, including regulations related to the preparation and sale of food, the sale of alcoholic beverages, zoning and building codes, land use and employee, health, sanitation and safety matters.

Typically our restaurants' license to sell alcoholic beverages must be renewed annually and may be suspended or revoked at any time for cause. Alcoholic beverage control regulations relate to various aspects of daily operations of our restaurants, including the minimum age of patrons and employees, hours of operation, advertising, wholesale purchasing and inventory control, handling and storage. The failure of our restaurant to timely obtain and maintain liquor or other licenses, permits or approvals required to serve alcoholic beverages or food could delay or prevent the opening of, or adversely impact the viability of, and any negative publicity related thereto could have an adverse effect on, the restaurant and we could lose significant revenue.

Our restaurant is subject to "dram shop" laws or similar laws, which generally allow a person to sue us if that person was injured by a legally intoxicated person who was wrongfully served alcoholic beverages at our restaurant. A judgment against us under "dram shop" laws or similar laws could exceed our liability insurance coverage policy limits and could result in substantial liability for us and have a material adverse effect on our results of operations. Our inability to continue to obtain such insurance coverage at reasonable costs also could have a material adverse effect on us.

To the extent that governmental regulations impose material additional obligations on our suppliers, including, without limitation, regulations relating to the inspection or preparation of meat, food and other products used in our business, product availability could be limited and the prices that our suppliers charge us could increase. We may not be able to offset these costs through increased menu prices, which could have a material adverse effect on our business. If our restaurant was unable to serve particular food products, even for a short period of time, we could experience a reduction in our overall revenue, which could have a material adverse effect on us. In addition, further government regulation including laws restricting smoking in restaurants and bars may reduce guest traffic and adversely impact our sales.

We could be subject to litigation and governmental fine, censure or closure in connection with issues relating to our food and/or our facilities. The food products that we serve, including meat and cheese, are susceptible to food borne illnesses. Other restaurant

companies have been named as defendants in actions seeking damages as a result of food borne illnesses and actions brought under state laws regarding notices with respect to chemicals contained in food products and regarding excess moisture in the business premises. To date, none of these matters has had a material adverse effect on our business, but that may not continue to be the case in the future.

The costs of operating our restaurant may increase if there are changes in laws governing minimum hourly wages, working conditions, overtime and tip credits, health care, workers' compensation insurance rates, unemployment tax rates, sales taxes or other laws and regulations such as those governing access for the disabled, including the Americans with Disabilities Act. If any of these costs were to increase and we were unable to offset the increase by increasing our menu prices or by other means, this could have a material adverse effect on our business and results of operations.

Legislation and regulations requiring the display and provision of nutritional information for our menu offerings in our restaurant could negatively impact our results of operations.

The national health care reform legislation enacted on March 23, 2010, contains provisions that require restaurants with 20 or more locations to post calorie information on menus and additional nutritional information in writing at the restaurant. The FDA is currently drafting specific regulations which it must implement within one year from the date of passage of the federal legislation. Additionally, there is pending and new legislation by certain states and other municipalities relating to nutritional content, nutritional labeling and menu labeling regulations. These laws and regulations have required and will continue to require certain of our restaurant locations to include specified nutritional information on our menu and other materials presented to guests or to otherwise post such information in the restaurants. In the event legislation is passed regarding single restaurant operations it will have a significant impact on our costs of operation.

The requirements to post nutritional information on our menu or in our restaurant could reduce demand for our menu offerings, reduce guest traffic and/or reduce average revenue per guest, which would have an adverse effect on our revenue. In addition, we may incur expenses as a result of our compliance with such laws and regulations including costs relating to menu printing. Compliance may also increase our exposure to litigation or governmental investigations or proceedings.

The failure to enforce and maintain our intellectual property rights could enable others to use names confusingly similar to Caramello's Pizzeria and other names and marks used by our restaurant, which could adversely affect the value of the Caramello's brand.

We have not registered the "Caramello's Pizzeria" mark used by our restaurant as a trade name in Florida or any state or the United States Patent and Trademark Office. The success of our business depends on our continued ability to use our existing trade name in order to increase our brand awareness. In that regard, we believe that our trade name is valuable asset that is critical to our success. The unauthorized use or other misappropriation of our trade name could diminish the value of our restaurant concept and may cause a decline in our revenue.

We occupy our restaurant under a long-term non-cancelable lease and we may be unable to renew our lease at the end of its terms.

Our restaurant is located in leased premises. Our current lease is non-cancelable and has terms of 3 years with multiple renewal options for terms of 3 years. If we are unable to renew our restaurant lease, we may close or relocate our restaurant, which could subject us to construction and other costs and risks, and could have a material adverse effect on our business and results of operations. For example, closing our restaurant, even during the time of relocation, will reduce the sales that the restaurant would have contributed to our revenues. Additionally, the revenue and profit, if any, generated at a relocated restaurant may not equal the revenue and profit generated at the existing location.

Our lack of indebtedness may adversely affect our financial condition, results of operations, limit our operational and financing flexibility and negatively impact our business.

Any revolving credit facility, and other debt instruments we may enter into in the future, may have important consequences to the Company, including the following:

- our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes may be impaired;
- we may use a substantial portion of our cash flows from operations to pay interest on our indebtedness, which will reduce the funds available to us for operations and other purposes;

- our level of indebtedness could place us at a competitive disadvantage compared to our competitors that may have proportionately less debt;
- our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate may be limited; and
- our level of indebtedness may make us more vulnerable to economic downturns and adverse developments in our business.

We expect that we will depend primarily upon our operations to provide funds to pay our expenses and to pay any amounts that may become due under any new credit facility and any other indebtedness we may incur. Our ability to make these payments depends on our future performance, which will be affected by various financial, business, economic and other factors, many of which we cannot control.

The terms of our limited credit facility impose significant operating and financial restrictions on us that may impair our ability to respond to changing business and economic conditions.

In August 2010, we were offered a limited credit facility with a major supplier of our food products. While we currently do not use this line of credit, any change limiting our weekly payment for our food supplies could generally limit our ability to, among other things:

- pay dividends or purchase stock or make other restricted payments to our stockholders;
- incur additional indebtedness;
- borrow money or issue guarantees;
- make investments;
- use assets as security in other transactions;
- sell assets or merge with or into other companies;
- make capital expenditures;

We could face labor shortages that could slow our growth and adversely impact our ability to operate our restaurants.

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified employees, including restaurant managers, kitchen staff and servers, necessary to keep pace with our anticipated expansion schedule and meet the needs of our existing restaurant. A sufficient number of qualified individuals of the requisite caliber to fill these positions may be in short supply. Any future inability to recruit and retain qualified individuals may delay the planned expansion of our restaurant. Any such delays, any material increases in employee turnover rate or any widespread employee dissatisfaction could have a material adverse effect on our business and results of operations. Additionally, competition for qualified employees could require us to pay higher wages, which could result in higher labor costs and could have a material adverse effect on our results of operations.

We depend on the services of key a key executive, the loss of whom could materially harm our business and our strategic direction if we were unable to replace them with executives of equal experience and capabilities.

Our senior executive, John Paquette is important to our success because he is instrumental in setting our strategic direction, operating our business, identifying, recruiting and training key personnel, identifying expansion opportunities and arranging any necessary financing. Losing the services of Mr. Paquette could adversely affect our business until a suitable replacement could be found. Neither Mr. Paquette nor Ms. Harrison is bound by employment agreements with us. We do not maintain key person life insurance policies on any of our executives.

We expect to incur substantial expenses to meet our reporting obligations as a public company. In addition, failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting and could harm our ability to manage our expenses.

Reporting obligations as a public company have placed and are likely to continue to place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel. In addition, as a public company we are required to document and test our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, so that our management can certify as to the effectiveness of our internal controls and our independent registered public accounting firm can render an opinion on the effectiveness of our internal controls over financial reporting, which requires us to document and test the design and operating effectiveness of our internal controls over financial reporting. If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an unqualified opinion on the effectiveness of our internal controls over financial reporting, or if material weaknesses in our internal controls are

identified, or if we fail to comply with other obligations imposed by the Sarbanes-Oxley Act rules relating to corporate governance matters, we could be subject to regulatory scrutiny and a loss of public confidence, which could have a material adverse effect on our business and our stock price. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in our stock price and adversely affect our ability to raise capital.

Our current insurance policies may not provide adequate levels of coverage against all claims and we may incur losses that are not covered by our insurance.

We believe we maintain insurance coverage that is customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not commercially reasonable to insure. For example, we believe that insurance covering liability for violations of wage and hour laws is generally not available. These losses, if they occur, could have a material adverse effect on our business and results of operations.

Another spread of H1N1 or Similar Influenza May Adversely Affect Our Business.

Another spread of H1N1, which is more commonly known as “swine flu,” or similar influenza, may adversely affect our business. Even if H1N1 influenza does not spread significantly, the perceived risk of infection or significant health risk may adversely affect our business.

Risks Relating to our Common Stock

Our future results may vary significantly in the future which may adversely affect the price of our common stock.

It is possible that our quarterly revenues and operating results may vary significantly in the future and that period-to-period comparisons of our revenues and operating results are not necessarily meaningful indicators of the future. You should not rely on the results of one quarter as an indication of our future performance. It is also possible that in some future quarters, our revenues and operating results will fall below our expectations or the expectations of market analysts and investors. If we do not meet these expectations, the price of our common stock may decline significantly.

We do not anticipate paying cash dividends for the foreseeable future, and therefore investors should not buy our stock if they wish to receive cash dividends.

We have never declared or paid any cash dividends or distributions on our capital stock. We currently intend to retain our future earnings to support operations and to finance expansion and therefore we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

A significant number of our shares will be eligible for sale and their sale or potential sale may depress the market price of our common stock.

Sales of a significant number of shares of our common stock in the public market could harm the market price of our common stock. This prospectus covers 421,225 shares of common stock, being registered for sale by the selling stockholders. If additional shares of our common stock become available for resale in the public market pursuant to other offerings, the supply of our common stock will increase, which could decrease its price. Some or all of the shares of common stock may be offered from time to time in the open market pursuant to Rule 144, and these sales may have a depressive effect on the market for our shares of common stock.

If we fail to continue to comply with the listing requirements of the OTCBB, the price of our common stock and our ability to access the capital markets could be negatively impacted.

We may or may not apply to have our common stock listed on the OTCBB. If we choose to do so we will be subject to certain continued listing standards. We cannot provide any assurance that we will be able to continue to satisfy the requirements of the OTCBB's continued listing standards. A delisting of our common stock could negatively affect the price and liquidity of our common stock and could impair our ability to raise capital in the future.

Our stock price will be extremely volatile.

The trading price of our common stock will be subject to wide fluctuations in response to announcements of our business developments or those of our competitors, quarterly variations in operating results, and other events or factors. In addition, stock markets have experienced extreme price volatility in recent years. This volatility has had a substantial effect on the market prices of

companies, at times for reasons unrelated to their operating performance. Such broad market fluctuations may adversely affect the price of our stock.

We will not have an underwriter for our offering and so we cannot guarantee how much, if any, of the offering will be sold.

The common shares offered are being offered by our existing security holders. We have not retained an underwriter to assist in offering the common shares. Our security holders have limited experience in the offer and sale of securities, and as a result, they may be unable to sell any of the common shares.

Because we can issue additional shares of common stock, purchasers of our common stock may incur immediate dilution and experience further dilution.

We are authorized to issue up to 500,000,000 shares of common stock, of which 3,238,078 shares of common stock are issued and outstanding as of December 31, 2010. Our board of directors has the authority to cause us to issue additional shares of common stock, and to determine the rights, preferences and privileges of such shares, without consent of any of our stockholders. Consequently, the stockholders may experience more dilution in their ownership of our stock in the future.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that do not relate solely to historical fact. They include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events. They may contain words such as “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “target,” “project,” “likely,” “will,” “would,” “could” and words or phrases of similar meaning. They may relate to, among other things:

- a reduction in consumer and/or business spending in our market due to business layoffs or budget reductions, negative consumer sentiment, access to consumer credit, commodity and other prices, events or occurrences affecting the securities and/or financial markets, occurrences affecting our common stock, housing values, changes in federal, state, foreign and/or local tax levels or other factors;
- risks relating to the restaurant industry and our business, including competition, changes in consumer tastes and preferences, risks associated with expanding our business, increases in food and other raw materials costs, increases in energy costs, demographic trends, traffic patterns, weather conditions, employee availability, benefits and cost increases, perceived product safety issues, supply interruptions, litigation judgments or, government regulation, our ability to maintain adequate financing facilities, our liquidity and capital resources, prevailing interest rates and legal and regulatory matters;
- public health issues, including, without limitation risks relating to the spread of pandemic diseases;
- legal proceedings and regulatory matters; and
- other risks detailed in “Risk Factors” herein and in our reports filed from time to time with the SEC.

Additionally, our ability to expand our business is dependent upon various factors, such as the availability of capital on favorable terms, the ability to obtain various government permits and licenses, and the recruitment and training of skilled management and restaurant employees.

All forward-looking statements involve risks and uncertainties, including, but not limited to, economic, competitive and governmental factors outside of our control, that may cause actual results to differ materially from trends, plans or expectations set forth in the forward-looking statements. These risks and uncertainties may include those discussed in “Risk Factors.” Given these risks and uncertainties, we urge you to read this prospectus completely with the understanding that actual future results may be materially different from what we plan or expect. These factors and the other risk factors described in this prospectus are not necessarily all of the important factors that could cause actual results or developments to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We undertake no obligation to publicly

update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements made in this prospectus may not prove to be correct.

USE OF PROCEEDS

Upon registration with the U.S. Securities Exchange Commission, 421,225 of our outstanding shares of common stock will be eligible for sale under the Securities Act. We will not receive any proceeds from the sale of the common stock offered through this prospectus. We will however incur all costs associated with this registration statement and prospectus. There is no minimum amount of shares that must be sold during this offering.

DETERMINATION OF OFFERING PRICE

The price of the shares we are offering was arbitrarily determined. The offering price bears no relationship whatsoever to our assets or earnings. The selling security holders paid \$1,000 for their shares which when divided by the total number of shares they hold provides a small profit on their investment which we believe is a fair return on their investment. Among other factors considered were:

- Our eight (8) full year' s operating history,
- Our current share book value;
- Our management expertise; and
- Recent additional paid in capital contributions valuing shares at \$.10 per share.

DILUTION

The common stock to be sold by the selling security holders is common stock that is currently issued and outstanding. Accordingly, there will be no dilution of equity interests to our existing stockholders.

IMPACT OF THE "PENNY STOCK" RULES ON BUYING OR SELLING OUR COMMON STOCK

The SEC has adopted penny stock regulations which apply to securities traded over-the- counter. These regulations generally define penny stock to be any equity security that has a market price of less than \$5.00 per share or an equity security of an issuer with net tangible assets of less than \$5,000,000 as indicated in audited financial statements, if the corporation has been in continuous operations for less than three years. Subject to certain limited exceptions, the rules for any transaction involving a penny stock require the delivery, prior to the transaction, of a risk disclosure document prepared by the SEC that contains certain information describing the nature and level of risk associated with investments in the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Monthly account statements must be sent by the broker-dealer disclosing the estimated market value of each penny stock held in the account or indicating that the estimated market value cannot be determined because of the unavailability of firm quotes. In addition, the rules impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and institutional accredited investors (generally institutions with assets in excess of \$5,000,000). These practices require that, prior to the purchase, the broker-dealer determined that transactions in penny stocks were suitable for the purchaser and obtained the purchaser's written consent to the transaction. If a market for our common stock does develop and our shares trade below \$5.00 per share, it will be a penny stock. Consequently, the penny stock rules will likely restrict the ability of broker-dealers to sell our shares and will likely affect the ability of purchasers in the offering to sell our shares in the secondary market.

Trading in our common stock will be subject to the "penny stock" rules.

SECURITY HOLDERS

This prospectus will be used for the offering of shares of our common stock owned by selling security holders. The selling security holders may offer for sale up to 421,225 of the 3,238,078 shares of our common stock issued to them. Selling security holders, both non-affiliates and affiliates, are considered "underwriters" under the Securities Act of 1933, as amended, and as such must sell their shares at the fixed price of \$0.10 per share for the duration of this offering. We will not receive any proceeds from such

sales. The sale of the securities by the selling security holders is subject to the prospectus delivery and other requirements of the Securities Act. All selling security holders have been advised to notify any purchaser of their shares that none of the proceeds from the

sale of their stock will go to the company. All expenses of this offering are being paid for by us on behalf of selling security holders. The following table sets forth information on our selling security shareholders.

Table 1.0 Selling Security Holders

Name of security holder	Shares beneficially owned as of the date of this prospectus ¹	Percent owned as of the date of this prospectus	Maximum number of shares to be sold pursuant to this prospectus	Percent owned after offering is complete		Position, office or other material relationship to the Company within last three years
				If All Shares sold ²	If No shares sold ³	
Diane J. Harrison	2,816,853	86.99%	0	86.99%	86.99%	Secretary/Treasurer, Director
John Paquette	14,525	0.45%	14,525	0%	0.45%	President, Director
Soren Asadou	14,525	0.45%	14,525	0%	0.45%	
Catherine A. Bradaick	14,525	0.45%	14,525	0%	0.45%	
William B. and Wilma J. Harrison	14,525	0.45%	14,525	0%	0.45%	Father and Mother of Secretary/Treasurer
William B. Harrison, II and Belvey Harrison	14,525	0.45%	14,525	0%	0.45%	Brother and Sister-in-law of Secretary/Treasurer
Victoria Cooper	14,525	0.45%	14,525	0%	0.45%	
William B. Harrison, III	14,525	0.45%	14,525	0%	0.45%	Nephew of Secretary/Treasurer
Chad W. Sparks	14,525	0.45%	14,525	0%	0.45%	Nephew of Secretary/Treasurer
Lynnette J. Harrison	14,525	0.45%	14,525	0%	0.45%	Sister of Secretary/Treasurer
Bill Eckert	14,525	0.45%	14,525	0%	0.45%	
Donald and Catherine Hejmanowski JTWROS	14,525	0.45%	14,525	0%	0.45%	
Deborah M. Igoe	14,525	0.45%	14,525	0%	0.45%	
Damon and Jessica Kepes	14,525	0.45%	14,525	0%	0.45%	
Joseph L and Meshel L. Coleman	14,525	0.45%	14,525	0%	0.45%	
Dylan Kepes	14,525	0.45%	14,525	0%	0.45%	
Mark and Deborah Kepes	14,525	0.45%	14,525	0%	0.45%	
Eileen Love	14,525	0.45%	14,525	0%	0.45%	Aunt of Secretary/Treasurer
Marisu Neel	14,525	0.45%	14,525	0%	0.45%	
Jerry Neel, Jr.	14,525	0.45%	14,525	0%	0.45%	
Roland and Betty Owens	14,525	0.45%	14,525	0%	0.45%	
Brandi J. Peachy	14,525	0.45%	14,525	0%	0.45%	Niece of Secretary/Treasurer
Martin Mink	14,525	0.45%	14,525	0%	0.45%	
Joseph and Ruth Scutero	14,525	0.45%	14,525	0%	0.45%	
Karen Wolfson	14,525	0.45%	14,525	0%	0.45%	
Keri L. Sparks	14,525	0.45%	14,525	0%	0.45%	Niece of Secretary/Treasurer
Jennifer Thomas	14,525	0.45%	14,525	0%	0.45%	
Patrick A. Thomas	14,525	0.45%	14,525	0%	0.45%	

Aquilla Withrock	14,525	0.45%	14,525	0%	0.45%
Douglas P. Zolla, Jr.	14,525	0.45%	14,525	0%	0.45%
Totals:	3,238,078	100.0%	421,225		100.0%

¹ On July 28, 2010 the par value of the stock was changed from \$1.00 to \$0.01. In addition, on August 10, 2010, the Board of Directors approved of a forward stock split of 1: 175 resulting in another forward increase in the shareholders' shares.

² The percentage of shares held in the event the Selling Security Holders sell all of their 421,225 shares offered in the Offering.

³ The percentage held in the event the Selling Security Holders sell none of their 421,225 shares offered in the offering.

All of the shares offered by this prospectus may be offered for sale, from time to time, by the selling shareholders, pursuant to this prospectus, in one or more private or negotiated transactions, in open market transactions in the over-the-counter market, or otherwise, or by a combination of these methods, at the fixed price of \$0.10 per share for the duration of this offering. The selling shareholders may affect these transactions by selling their shares directly to one or more purchasers or to or through broker-dealers or agents. The compensation to a particular broker-dealer or agent may be in excess of customary commissions. Each of the selling shareholders has been declared an "underwriter" within the meaning of the Securities Act in connection with each sale of shares. The selling shareholders will pay all commissions, transfer taxes and other expenses associated with their sales. In the event the selling security holders sell all of their shares in the offering they will own no shares in the company upon completion of the offering.

Each selling shareholder acquired their shares under the exemption provided by Rule 4(2) of the Securities Act of 1933, as amended. The shares were not a part of a public offering. There was no distribution of a prospectus, private placement memorandum, or business plan to the public. Shares were sold to friends, family and personal business acquaintances of the President, John Paquette and our Secretary/Treasurer, Diane J. Harrison. Each individual had specific knowledge of the Company's operation that was given to them personally by our officers. Each individual is considered educated and informed concerning investments such as the \$1,000 investment in our Company.

PLAN OF DISTRIBUTION

This prospectus is part of a registration statement that enables the selling security holders to sell their shares on a continuous basis for a period of nine months after this registration statement is declared effective. The selling security holders may sell some or all of their common stock in one or more transactions, including block transactions:

- On such public markets as the common stock may from time to time be trading,
- In privately negotiated transactions,
- Through the writing of options on the common stock,
- In short sales, or
- In any combination of these methods of distribution.

The sales price to the public is fixed at \$0.10 per share for nine months after our registration statement is declared effective. In the event the shares of our common stock are traded on the OTCBB or other such exchange prior to the nine-month period, the shares will continue to be sold at the fixed price of \$0.10 per share. Although we intend to apply to have our common stock traded on the OTCBB, a public market for our common stock may never materialize.

Each security holder invested a total of \$1,000 for the purchase of their shares. Our Secretary/Treasurer Diane J. Harrison, who is not a selling security holder, invested a total of \$117,307.76 for the shares she acquired. Upon effectiveness of this registration statement, the selling security holders named in this prospectus may also sell their shares directly to market makers acting as agents in unsolicited brokerage transactions. Any broker or dealer, participating in such transactions as agent, may receive a commission from either the selling security holder or, if they act as agent for the purchaser of such common stock, from the purchaser. The selling security holders will likely pay the usual and customary brokerage fees for such services. The maximum commission or discount to be received by any member of the National Association of Securities Dealers, Inc. or independent broker-dealer will not be greater than eight percent (8%) for the sale of any securities being registered.

We can provide no assurance that all or any of the common stock offered will be sold by the selling security holders named in this prospectus.

As of December 31, 2010, we have expended approximately \$7,225 of the estimated \$14,005 cost of this offering. Of the offering costs expended so far we have spent monies for accounting fees, PCAOB audit fees, stock transfer agent fees and our filing fee with the SEC. We are bearing all costs relating to the registration of the common stock. The selling security holders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

The selling security holders named in this prospectus must comply with the requirements of the Securities Act and the Exchange Act in the offer and sale of shares of our common stock. The selling security holders are deemed underwriters as defined in the 1933 Securities Act, as amended, and any broker-dealers who execute sales for the selling security holders are "underwriters" within the meaning of the Securities Act in connection with such sales. In particular, during such times as the selling security holders sell their common stock, they must comply with applicable law and may, among other things, be required:

- Not to engage in any stabilization activities in connection with our common stock;
- Furnish each broker or dealer through which shares of our common stock may be offered, such copies of this prospectus, as amended from time to time, as may be required by such broker or dealer; and
- Not to bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities other than as permitted under the Exchange Act.

The selling security holders should be aware that the anti-manipulation provisions of Regulation M under the Exchange Act will apply to purchases and sales of shares of common stock by the selling security holders, and that there are restrictions on market-making activities by persons engaged in the distribution of shares. Under Regulation M, the selling security holders or their agents may not bid for, purchase, or attempt to induce any person to bid for or purchase, shares of our common stock while such selling security holder is distributing shares covered by this prospectus. Accordingly, the selling security holders are not permitted to cover short sales by purchasing shares while the distribution is taking place. The selling security holders are advised that if a particular offer of common stock is to be made on terms constituting a material change from the information set forth above with respect to the Plan of

Distribution, then, to the extent required, a post-effective amendment to the accompanying registration statement must be filed with the SEC.

LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings nor are any contemplated by us at this time.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Directors and Executive Officers

The names and ages of our directors and executive officers are set forth below. Our By-Laws provide for not less than one and not more than fifteen directors. All directors are elected annually by the stockholders to serve until the next annual meeting of the stockholders and until their successors are duly elected and qualified.

Table 2.0 Directors and Executive Officers

Name	Age	Position
John Paquette	42	President/Member of the Board of Directors ¹
Diane J. Harrison	52	Secretary/Treasurer/Chairwoman of the Board of Directors ²

¹ This is the first directorship held by Mr. Paquette in a company that has filed a registration statement or any public company. Mr. Paquette became President subsequent to his purchase of stock in the company on July 28, 2010.

² Ms. Harrison was the President of Cheetah Consulting, Inc. n/k/a Vision Industries Corp. [OTCBB:VIIC]. She resigned her position effective December 8, 2008. Ms. Harrison is still a shareholder and is securities counsel for Vision. She was the Secretary of Coastline Corporate Services, Inc. [OTCBB:CCSV]. She was the Secretary of Avalon Development Enterprises, Inc. n/k/a GuangZhou Global Telecom, Inc. an OTCBB company, from October 31, 2006 until her resignation on January 8, 2007. She was the Secretary of Irish Mag, Inc. n/k/a China Information Technology, Inc. [NASDAQ:CNIT], from August 9, 2006 until her resignation on October 6, 2006. Ms. Harrison was President and Secretary/Treasurer of M.C.F.T.Y National, a reporting but non-trading company in 2000-2003 and 2004-2005 respectively. Ms. Harrison became the Secretary/Treasurer of the Company subsequent to her purchase of stock in the Company on July 28, 2010. Ms. Harrison has never been an officer or director or decision maker in any reverse merger.

Background of Executive Officers and Directors

- *John Paquette* has served as our President and as a member of the Board of Directors since we acquired control of the business on July 28, 2010. Mr. Paquette has spent the last ten (10) years working as a general manager of a company that owns and operates multiple bar/restaurant operations. As the general manager he has been responsible for all operational aspects of the operation. Mr. Paquette has been intimately involved in the food operations and personnel requirements of the Company for all of the Company owned operations.

- *Diane J. Harrison* has served as our Secretary/Treasurer/Chairwoman of the Board of Directors since we acquired control of the business on July 28, 2010. Ms. Harrison is a securities lawyer in private practice and is currently licensed to practice law in Florida and Nevada. She graduated from Stetson University College of Law in May 2000. Ms. Harrison was the President of Cheetah

Consulting, Inc. n/k/a Vision Industries Corp. [OTCBB:VIIC] from January 2, 2007 until her resignation on December 8, 2009. She has remained as securities counsel for Vision Industries Corp. Ms. Harrison was secretary of Coastline Corporate Services, Inc. [OTCBB:CCSV]. From October 31, 2006 until her resignation on January 8, 2007, Ms. Harrison was the Secretary of Avalon Development Enterprises, Inc. n/k/a GuangZhou Global Telecom, Inc. [OTCBB:GZGT]. From August 9, 2006 to October 3, 2006, Ms. Harrison was the Secretary of a fully reporting and OTCBB trading company, Irish Mag, Inc., n/k/a China Information Technology, Inc. [NASDAQ:CNIT]. During the periods May 2000 through July 2003 and February 2004 through January 2005, Ms. Harrison was President and Secretary/Treasurer, respectively, of MCFTY National, a fully reporting but non-trading company. Prior to her legal career, Ms. Harrison worked for the United States Department of Energy (“USDOE”) and held the highest security clearance available. She was a systems engineer and the waste package and repository design branch chief for the high-level radioactive waste repository at Yucca Mountain, north of Las Vegas, Nevada. She spent seven (7) years working for the USDOE.

. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information concerning the beneficial ownership of shares of our common stock with respect to stockholders who were known by us to be beneficial owners of more than 5% of our common stock as of December 31, 2010, and our officers and directors, individually and as a group. Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to such shares of common stock.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission ("SEC") and generally includes voting or investment power with respect to securities. In accordance with the SEC rules, shares of our common stock which may be acquired upon exercise of stock options or warrants which are currently exercisable or which become exercisable within 60 days of the date of the table are deemed beneficially owned by the optionees, if applicable. Subject to community property laws, where applicable, the persons or entities named in Table 1.0 (See "Selling Security Holders") have sole voting and investment power with respect to all shares of our common stock indicated as beneficially owned by them.

Table 3.0 Beneficial Ownership

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership		Percent of Class ¹	
		Before Offering	After Offering	Before Offering	After Offering
Common Stock	Diane J. Harrison 2701 4 th Street N., Unit 102 St. Petersburg, FL 33704	2,816,853	2,816,853	86.99%	86.99%
Common Stock	John Paquette 2701 4 th Street N., Unit 102 St. Petersburg, FL 33704	14,525	0	0.45%	0%
Common Stock	All Executive Officers and Directors as a Group	2,831,378	2,816,853	87.44%	86.99%

¹ The percentages assume that all of the shares being offered in this registration are sold.

DESCRIPTION OF SECURITIES

General

We are authorized to issue up to 500,000,000 shares of common stock, \$0.01 par value per share, of which 3,238,078 shares are issued and outstanding.

Common Stock

Subject to the rights of holders of preferred stock, if any, holders of shares of our common stock are entitled to share equally on a per share basis in such dividends as may be declared by our Board of Directors out of funds legally available therefore. There are presently no plans to pay dividends with respect to the shares of our common stock. Upon our liquidation, dissolution or winding up, after payment of creditors and the holders of any of our senior securities, including preferred stock, if any, our assets will be divided pro rata on a per share basis among the holders of the shares of our common stock. The common stock is not subject to any liability for further assessments. There are no conversion or redemption privileges or any sinking fund provisions with respect to the common

stock and the common stock is not subject to call. The holders of common stock do not have any pre-emptive or other subscription rights.

Holders of shares of common stock are entitled to cast one vote for each share held at all stockholders' meetings for all purposes, including the election of directors. The common stock does not have cumulative voting rights.

All of the issued and outstanding shares of common stock are fully paid, validly issued and non-assessable. A legal opinion as to the issued and outstanding common stock has been provided by Harrison Law, P.A. whose opinion appears elsewhere as an exhibit to this prospectus.

Preferred Stock

We currently have no provisions to issue preferred stock.

Debt Securities

We currently have no provisions to issue debt securities.

Warrants

We currently have no provisions to issue warrants.

Dividend

During 2008 and 2009, Mr. John Caramello, the prior sole officer and director of the Company, took S-Corp distributions of \$40,000 and \$7,700, respectively. No distributions were paid in 2010. We anticipate that any earnings, in the foreseeable future, will be retained for development and expansion of our business and we do not anticipate paying any further cash dividends in the near future. Our Board of Directors has sole discretion to pay cash dividends with respect to our common stock based on our financial condition, results of operations, capital requirements, contractual obligations, and other relevant factors.

Shares Eligible for Future Sale

Upon the effectiveness of the registration statement, of which this prospectus forms a part, we will have 421,225 outstanding common shares registered for sale by our selling security holders in accordance with the Securities Act of 1933. Prior to this registration, no public trading market has existed for shares of our common stock. The sale or availability for sale of substantial amounts of common stock in the public trading market could adversely affect the market prices for our common stock.

We currently have no shareholder holding shares that are eligible to be sold under Rule 144 of the Securities Act of 1933, as amended.

Transfer Agent and Registrar

We have engaged the services of Island Stock Transfer Inc., 100 2nd Avenue South, Suite 704N, St. Petersburg, Florida, 33701, to act as our transfer agent and registrar.

INTEREST OF NAMED EXPERTS AND COUNSEL

Randall N. Drake, C.P.A., P.A., independent certified public accountant, whose reports appear elsewhere in this registration statement, was paid in cash for services rendered. Therefore, they have no direct or indirect interest in us. Drake's report is given based on their authority as an expert in accounting and auditing. Randall N. Drake, C.P.A., P.A. has provided audited financials for Dinello Restaurant Ventures, Inc. for December 31, 2010 and December 31, 2009.

Diane J. Harrison, Esq., of Harrison Law, P.A., is the counsel who has given an opinion on the validity of the securities being registered which appears elsewhere in this registration statement; she has a direct interest in the Company. Ms. Harrison is the Secretary, Treasurer, Director, and a Shareholder of Dinello Restaurant Ventures, Inc. and she is providing the legal opinion on the validity of our common stock. Accordingly, there may be a conflict of interest. Her commitment to clients of her law firm may create

a conflict of interest with our Company operating independently. Such conflict of interest would likely cause investors to lose all or part of their investment in the event decisions made on behalf of her clients from her law practice were to be placed ahead of the interests of our Company.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation do include a provision for indemnifying a director, officer or control person of the corporation or its stockholders for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such.

Our By-Laws, Article XV, Section 3, permit us to indemnify any Director, Officer, agent or employee as to those liabilities and on those terms and conditions as appropriate and to purchase and maintain insurance on behalf of any such persons whether or not the corporation would have the power to indemnify such person against the liability insured against.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of Dinello Restaurant Ventures, Inc. pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is unenforceable.

ORGANIZATION WITHIN LAST FIVE YEARS

The Company was incorporated under the laws of the State of Florida on April 2, 2003 under the name Dinello Restaurant Ventures, Inc. The company was organized to sell pizza, pasta and traditional “grinder” sandwiches to the general public. The Company does not have any subsidiaries or related companies.

We have not been involved in any bankruptcy, receivership or similar proceedings since inception nor have we been party to a reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business. We do not foresee any circumstances that would cause us to alter our current business model within the next twelve months. In the event we need to raise additional capital, we will seek funds from private sources, as well as the sale of stock in the company. In the event the company chooses to sell stock it will file a Form D with the Securities and Exchange Commission and prepare a private placement memorandum for distribution to accredited investors. Management believes that it does have a fiduciary responsibility to its shareholders and under specific circumstances, those that will create additional shareholder value, the Company will consider a merger, acquisition, roll-up or other business combination to increase shareholder value.

The Company has had no related transactions with any related persons, promoters or control persons that have had an interest in our business.

DESCRIPTION OF BUSINESS

Business Development

Dinello Restaurant Ventures, Inc. (“Dinello”) was incorporated on April 2, 2003 under the laws of the State of Florida. With eight (8) years of operation, the restaurant has increased sales and has profits and losses during our eight (8) years in business. Dinello currently sells to the public at large. We are in a commercial building that occupies two (2) different units comprising approximately 1,700 square feet. The store is located on a main artery of the City of St. Petersburg that runs from the far south of the city to the far north of the city. Traffic studies by the city show the street as one of the five (5) busiest streets in the city.

The business faces west with a back-lighted sign for night. The front of the store is decorated in traditional Italian flag colors to highlight the theme of the restaurant. The dine-in area has been remodeled since the new officers took control. There is an interior seating area that provides seating for approximately 32 people. Seating is at small tables and two (2) large booths. There are two 50” high-definition televisions for the convenience of our dine-in customers.

Mr. John Caramello developed the business model for Dinello Restaurant Ventures, Inc. capitalizing on his expertise and experience from his ten (10) years as general manager of a multi-unit pizza operation. The business model is geared to the public at large. We process our own food daily unlike our major competitors who have their pizza dough made at commissaries and shipped to

the individual stores. Since the ideal fermenting period for pizza dough is 24-36 hours we make our own dough daily so we have the

freshest dough possible for our pizza. In addition, the business located next to ours in the same commercial building is a produce company. To access the freshest produce for our store on a daily basis we make all of our produce purchases daily from the produce business next door, so our pizzas and sandwiches have the freshest vegetable toppings available. It is our belief that it is not possible to “truck” pizza dough and vegetables and maintain a strict 24-36 hour fermenting period the same as if it were under the direct control of an in-store process.

We are currently developing a business model to supply help for banquets as well as offering catering to parties, businesses and conventions at the local hotels. Many of the hotels that offer facilities for meetings also need to contract with outside sources for food catering and personnel to serve the food. We believe that this is a market that can be penetrated more fully than has been done in the past by Caramello's.

Our prior President, John Caramello, historically tracked the store sales by the hour to determine the optimum hours of operation from this location. We operate daily from 11:00 a.m. to 10:00 p.m. Monday through Saturday. On Sunday our hours of operation are from noon to 9:00 p.m. Our sales history by hour shows these to be the optimal hours for sales of our items.

Mr. Caramello resigned his position with the Company on July 28, 2010 when he sold all of the stock in the corporation to the current shareholders.

Our Business

(1) Principal Products or Services and Their Markets

We provide made to order pizza, pasta and sandwiches to the general public on a daily basis. We currently have the following equipment and modifications installed for cooking:

- Two (2) Middleby Marshall pizza ovens with time and temperature controls with exhaust
- An American Pane 13 x 18' walk-in refrigerator
- Two (2) 18 cubic foot freezers
- Two (2) reach-in coolers for ready to eat food and beverages

Our food preparation area is designed to meet food safety principles and our employees are specifically trained in food safety preparation of pizza, pasta and sandwiches. Our food is targeted to those individuals that want food prepared fresh to order with a menu variety. In addition to our entrée menu offerings we have appetizers and desserts.

While we offer our food to the public at large, we concentrate on family business. We make use of our own website www.caramellospizza.com as well as our Twitter and Facebook pages to target the typical family of four (4) in our market area. We began using direct mail targeting households with income of \$70,000 - \$140,000 with two (2) children or more, but found this approach to be ineffective. Now, our advertising campaign consists primarily of the distribution of coupons (1) to local homes and businesses by employees walking the delivery area and (2) to customers with their delivery and take-out orders. The coupons have a dollar value to deduct from their order regardless of the items purchased (such as a “\$3.00 OFF” coupon) rather than requiring the customer to purchase a specific item to receive the discount. We took this approach to separate our business model for marketing from our big box competition such as Pizza Hut[®], Dominos[®] and Papa John's[®].

(2) Distribution Methods of Our Products

The primary delivery of our products is through vehicle delivery from our location. Our customers call in for a delivery and the order is processed and assigned to a driver. Drivers work on a rotating basis so all drivers receive deliveries for the shift. Each driver is required to provide their own vehicle and private insurance. Our sales are comprised of 75% delivery.

Customers can also call in for a pickup of our products. An order is taken and the customer is given a time within his/her order will be ready for pickup. Approximately 20% of our business is from pickup (take-out) customers.

In late December of 2010 we modified our website to allow our customers to order online. It is too early to assess the benefits from this new method of ordering.

Customers may also dine in the restaurant. The customer orders from our central ordering station and we bring the food to their table. This represents approximately 5% of our business.

(3) Status of Any Publicly Announced New Product or Service.

We have not developed any new or unique products or services that would make us stand above our competition. We do believe however that the quality of our pizza, pasta and sandwiches is what has allowed our restaurant to remain viable. Our new President believes that we can develop additional menu items that will be different from our competitors and will allow us to target a larger market segment.

(4) Our Competition

To compete effectively in the pizza industry, a company must understand and then respond to the specific needs of the customer. Many of our competitors have greater financial resources than we have, enabling them to finance acquisition and development opportunities or develop and support their own operations. In addition, many of these companies can offer additional product offerings and services not provided by us. Many also have greater name recognition. Our competitors may have the luxury of sacrificing profitability in order to capture a greater portion of the market. Consequently, we may encounter significant competition in our efforts to achieve our growth objectives. Our competitors have methods of operation that have been proven over time to be successful.

Since we are in a recessionary period our large competitors have chosen to advertise extremely low pizza prices in an effort to gain sales. Our former President John Caramello chose not to compete on a price basis and continued an advertising campaign based on quality. Our incoming President John Paquette has extensive experience in advertising and the company has chosen to compete by offering special coupons with price discounts based on the total dollar value of an order. Our initial results show that this method is gaining new customers faster than the old advertising campaign.

We do believe that our large competitors such as Domino's, Papa John's and Pizza Hut will determine our strategy and will likely try a similar local advertising campaign. This will likely cause us to further develop targeted advertising through sources not used by our competition.

(5) Sources and Availability of Raw Materials

At this time we do not see a critical dependence on any supplier(s) that could adversely affect our operations. There are many different manufacturers of the types of food products we need. The availability of certain of our products used in making pizza is directly affected by market pricing. Fluctuations in the cost of flour and cheese directly impact the cost of goods sold and our potential profits however we are not limited as to who we can purchase our raw materials from. Since these two products are commodities their wholesale prices vary according to the supply and demand.

As a result of the drought and then floods in Russia the wheat used in flour is not available in the quantities normally seen. As a result the wholesale prices of high protein gluten flour used in our dough are high and we do not see a decrease in prices any time soon. These higher prices have caused us to adjust our prices on our individual pizzas upward to offset some of this increase in our costs.

The price of cheese has also seen a large increase in wholesale pricing over the last several months. Since the main topping on all pizzas is cheese we had to include higher cheese costs in our decision to raise the prices on our pizzas.

(6) Dependence on Limited Customers

We do not have any limitation on customers at this time. Presently we are not soliciting business outside of the five (5) mile delivery area that we have established for our delivery service. For carry-out and dine-in business there are no geographical limitations. The area we are in has approximately 35,000 rooftops from which we draw our normal business. If we are able to expand our business we will expand our delivery area to cover a larger population base.

(7) Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts

At the present time we do own the domain name caramellospizza.com as well as a Twitter and Facebook page. We may rely on certain proprietary technologies, trade secrets, and know-how that are not patentable. Although we may take action to protect our unpatented trade secrets and our proprietary information, in part, by the use of confidentiality agreements with our employees, consultants and certain of our contractors, we cannot guaranty that:

- These agreements will not be breached;
- We would have adequate remedies for any breach; or
- Our proprietary trade secrets and know-how will not otherwise become known or be independently developed or discovered by competitors.

We cannot guaranty that our actions will be sufficient to prevent imitation or duplication of our products and services by others or prevent others from claiming violations of their trade secrets and proprietary rights.

(8) Need for Government Approval of Principal Products or Services

We are required to have a local business license as well as a sales tax resale license. In addition we are required as an employer to maintain worker' s compensation insurance and pay into the Florida unemployment compensation fund.

The City of St. Petersburg, Pinellas County Florida and the State of Florida require that during each shift there must be at least one individual with a SafeServ Food Safety Certification to supervise the employees and the preparation of the food. We must also develop a HACCP (Hazard Analysis and Critical Control Point) program and maintain a constant vigilance under this program to prevent violations of the food safety laws on a local, county and state level.

(9) Government Regulation

As a company providing food to the public we are subject to certain local, state, and federal regulations. There are no federal or state regulations that require a special business license for our business however the City of St. Petersburg requires us to maintain a yearly business license. In addition we have a license for our patrons to consume beer and wine on the premises. This requires us to have a special permit from the Florida Department of Professional Business Regulations for Alcohol and Tobacco. The state does send inspectors to our business periodically to insure that we are maintaining food safety.

As a Florida corporation we must file an annual report with the Department of State in Florida. We also have a sales tax report that we must file on a monthly basis through the State of Florida Department of Taxation online service.

(10) Research and Development during Our Last Two Fiscal Years

During the last two fiscal years we do not know of any specific research and development that took place. Since the change in control on July 28, 2010 we have begun researching the development of different pizzas, pasta and sandwiches to be offered. The cost of our research and development of alternative offerings is limited and we do not feel the cost of developing additional offering will have any significant impact on our profitability.

In addition to researching new food offerings we are currently researching small changes to our business model. This would include pursuing more catering business as well as supplying personnel as servers at large conventions.

(11) Cost and Effects of Compliance with Environmental Laws

As a restaurant we are subject to federal, state or local environmental laws. All of the grease generated during our cooking processes must be removed by a certified contractor. As a small single store the monthly cost of the removal we do not feel has a or impact on our expenses.

(12) Our Employees

At December 31, 2010 there were ten (10) full and part-time employees. Our President, John Paquette, is also a shareholder in Dinello. At the present time, Mr. Paquette devotes approximately 40 hours per week to the Company. As the business increases, he will dedicate more of his time to our operations if necessary. In addition, Diane J. Harrison our Secretary/Treasurer devotes

approximately 40 hours per week to Dinello Restaurant Ventures, Inc. Ms. Harrison has a law firm that works with small public companies and their reporting requirements as well as with private companies dealing with corporate matters.

Reports to Security Holders

We will be required to file reports and other information with the U.S. Securities and Exchange Commission ("SEC") when our registration statement is effective and we are a fully reporting company. You may read and copy any document that we file at the SEC's public reference facilities at 100 F. Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-732-0330 for more information about its public reference facilities. Our SEC filings will be available to you free of charge at the SEC's web site at <www.sec.gov>. We believe that we will be an electronic filer making our information available through an Internet site maintained by the SEC that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. This information may be found at www.sec.gov.

We are not required by the Florida Revised Statutes to provide annual reports. At the request of a shareholder, we will send a copy of an annual report to include audited financial statements. In the event we become a reporting company with the SEC, we will file all necessary quarterly and annual reports.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

The following management's discussion, analysis of financial condition, and results of operations should be read in conjunction with our financial statements and notes contained elsewhere in this prospectus. This section of our prospectus includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this prospectus. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

We are an operating company that is seeking to expand operations when we believe the current economic downturn has stopped. We have an operating history and have generated revenues in every period in which we have been operational. We have yet to undertake any expansion activity. We believe the economy is in the latter stages of an economic downturn and there is a reasonable likelihood that increased revenues can be derived from our business in the foreseeable future when our economy begins to improve.

We do not believe that our operation will require us to acquire additional capital that can provide the company cash for its operations over the next twelve (12) months.

Our Board of Directors believes that we cannot expand as an on-going business during the next twelve months since we are in an economic downturn. Management believes that it must follow a prudent strategy of keeping any profits in the company to avoid having to take on any debt. Both of our officers/directors have therefore decided to forego any cash compensation until we believe that the economy has begun to change and our revenues increase accordingly.

Our future financial success will be dependent on the success of our ability to generate more revenue through an aggressive direct marketing campaign targeting homeowners in our specific target market area. Any significant revenue increases may take years to complete and future cash flows, if any, are impossible to predict at this time. Since we are in a highly competitive industry where the failure rate for small individual restaurants is at an all time high management is developing a business model that will concentrate on cost control with slow business development.

Results of Operations

General

The following table shows our revenues, expenditures and net income for the periods ended December 31, 2010 and 2009 (audited).

Table 4.0 Revenues, Expenditures and Net Income

Period Ended:	Revenue	Expenses	Provision For Income Taxes	Net Income (Loss)
December 31, 2010	\$ 445,929	\$ 468,758	\$ 0	\$ (17,376)
December 31, 2009	\$ 564,509	\$ 560,293	\$ 0	\$ 3,585

Results of Operations for the Period Ended December 31, 2010

For the year ended December 31, 2010 our revenue decreased by \$118,580 or 21%. We did incur a loss during the period considering our net income dropped to a loss of \$17,376. Our decrease in revenue and profits we believe are closely related to the downturn in the economy. Our total number of customers dropped as well as the average ticket sales of our orders. A drop in average ticket sales in our industry is usually related to how the macroeconomic economy is performing. The Company was under the control of Mr. John Caramello who we believe did not take a proactive management response to the changing economy. Accordingly we saw the drop in both revenue and profits. As a direct result of his failure to respond to the continuing decline in the economy, the revenue and profits for the fiscal year 2010 were impacted negatively.

During the year ended December 31, 2010 we saw fluctuations in the commodities that are most important to our operations: cheese and flour. The fluctuations in costs were not properly calculated to take advantage when costs were low, and, as a result, we did not take advantage of any dips in the costs of these two major food items. The shelf life of properly stored flour would have allowed for additional purchases when costs were low thereby reducing some of our cost of goods sold.

Our cash and cash equivalents of \$9,387 represent an increase of approximately 350% from the same period in 2009. We believe that we have sufficient cash for operations to continue through our next year.

Results of Operations for the Year Ended December 31, 2009

For the year ended December 31, 2009 our revenue decreased by \$2,530 or 0.5% from 2008. We did not incur a loss during the period although our net income dropped to \$3,585 or 91%. Our decrease in revenue and profits we believe tracked closely to the downturn in the economy. While our numbers were not significantly lower, we believe that prior management did not accurately prepare for the severe downturn in the economy.

During the year ended December 31, 2009 the take-out / delivery / dine-in pizza industry as a whole began to see a downturn in business. By not taking advantage of cost cutting measures during the fiscal year 2009, the company was unprepared for the deep recession that hit the restaurant industry in the year 2010.

Our cash and cash equivalents of \$2,640 represent a decrease from the same period in 2008. Prior management believed that the company had sufficient cash for operations to continue through the next year. By July 2009, it became apparent to the prior management that changes needed to occur to support the business during the recession. Present management believes this is why Mr. Caramello sold all of his stock in the corporation.

Liquidity & Capital Resources

Since inception the company has concentrated its efforts in developing a specific menu geared for pizza, pasta and grinder sandwiches for sale to the general public. Management believed it could capitalize on the number of consumers who preferred quality to the big box store offering of what we believe are average products sold that are similar to our offerings.

Our internal liquidity is provided by our operations. Our total current assets not exceed our current liabilities due to the fact that the current shareholders purchased the business without any financing and the current revenue is sufficient to pay all of the bills of the company without any borrowing or terms exceeding weekly payment for any products or services. Management believes that in the fiscal year 2011 the Company will show a revenue increase and may show a profit. Management forecasts our profits to be minimal. Management does believe that revenues are increasing and operations should be sustainable in the long-term of at least twelve (12) months due to the increase in cash flow from sales of the company. In the event the company needs additional funds, our management believes that a small business loan should be obtainable on reasonable terms due to the Company having no debt and owning all of the assets of the corporation free and clear of any encumbrances.

In the event we are unable to generate sufficient funds to continue our business efforts, we will seek additional capital through a private placement of our common shares or debt financing. If we are pursued by a larger company for a business combination we will analyze all strategies to continue the company and maintain or increase shareholder value. Under these circumstances we would consider a merger, acquisition, joint venture, strategic alliance, a roll-up, or other business combination for the purposes of continuing the business and maintaining or increasing shareholder value. Management believes its responsibility to maintain shareholder value is of paramount importance, which means the Company should consider the aforementioned alternatives in the event funding is not available on favorable terms to the Company when needed.

We have been offered a limited credit line by one of our food suppliers. They supply approximately 90% of the food we use in the store for our sandwiches, pasta and pizzas. They have offered terms of two weeks with no interest on the outstanding balances due. We have not exercised this option since the store is self-sufficient. In the event cash flow was to tighten, management would consider using this credit facility to ease our cash flow.

We have not entered into any discussions with any companies, financial institutions, investment banks, broker-dealers, promoters or other parties regarding the pursuit of any business combination that would result in a change in control. We set forth above the circumstances under which this would occur, keeping in mind the fiduciary responsibility of management to maintain shareholder value.

DESCRIPTION OF PROPERTY

Our principal business address is at 2701 4th Street North, Units 102/103, St. Petersburg, Florida 33704, which is a commercial building fronting a major north/south thoroughfare in the city. We do not own the building but lease the premises which are approximately 1,700 square foot. The building has one other tenant which is a fresh produce company. The tenant, City Produce has been located at this site for the same seven years as our Company. The building is a single story stucco building that is in satisfactory condition. We own our furniture, POS system, ancillary equipment, and office supplies and all of the related equipment purchased for use in a restaurant. The Company has no leased equipment for business purposes. All furniture, fixtures and equipment is owned without any liens or encumbrances.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

To the best of our knowledge there are no transactions involving any director, executive officer, or any security holder who is a beneficial owner or any member of the immediate family of the officers and directors other than the following: The President of our Company, Diane J. Harrison, is also the President of Harrison Law, P.A., the firm providing the opinion as to the validity of the shares in our Company. During the last half of 2010, Ms. Harrison loaned the Company a total of \$26,308. On December 31, 2010, Ms. Harrison converted this loan into stock at \$0.10 per share. Ms. Harrison is a licensed attorney in good standing in Florida and Nevada. Anyone considering purchasing shares in our Company must be aware that there may be a conflict of interest for Ms. Harrison as majority Shareholder and the President of our Company and her providing the legal opinion as to the legality of our shares.

AUDIT COMMITTEE

We do not have an audit committee that is comprised of any independent director. We rely on our Secretary/Treasurer, Diane J. Harrison, for our audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K promulgated under the Securities Act. Our Board of Directors acts as our audit committee. The Board has determined that the relationship of Ms. Harrison as both our Company Secretary/Treasurer and our audit committee financial expert is not detrimental to the Company. Ms. Harrison has an understanding of GAAP and financial statements; the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves in a fair and impartial manner; has experience analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to or exceed the breadth and complexity of issues that can reasonably be expected to be raised by the small business issuer's financial statements; an understanding of internal control over financial reporting; and an understanding of audit committee functions. Ms. Harrison has gained this expertise through her formal education and experience with public reporting companies. She has specific experience coordinating the financials of the company with public accountants with respect to the preparation, auditing or evaluation of the company's financial statements.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is not quoted or traded on any quotation medium at this time. Once we are fully reporting with the SEC, we may or may not apply to have our common stock included for quotation on the FINRA OTC Bulletin Board. However, until such a decision is made and an application is accepted and trading of our stock on the FINRA OTC Bulletin Board begins shareholders who wish to sell their shares will have to sell their shares in privately negotiated transactions at the fixed price of \$0.10 per share for the duration of this offering. There can be no assurance that an active trading market for our stock will develop. If our stock is included for quotation on the FINRA OTC Bulletin Board price quotations will reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

Should a market develop for our shares, the trading price of the common stock is likely to be highly volatile and could be subject to wide fluctuations in response to factors such as actual or anticipated variations in quarterly operating results, announcements of technological innovations, new sales formats, or new services by us or our competitors, changes in financial estimates by securities analysts, conditions or trends in Internet or traditional retail markets, changes in the market valuations of other consulting services or accounting related business services, announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, capital commitments, additions or departures of key personnel, sales of common stock and other events or factors, many of which are beyond our control. In addition, the stock market in general, and the market for business services in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These broad market and industry factors may materially adversely affect the market price of the common stock, regardless of our operating performance.

Consequently, future announcements concerning us or our competitors, litigation, or public concerns as to the commercial value of one or more of our products or services may cause the market price of our common stock to fluctuate substantially for reasons which may be unrelated to operating results. These fluctuations, as well as general economic, political and market conditions, may have a material adverse effect on the market price of our common stock.

At the present time we have no outstanding options or warrants to purchase securities convertible into common stock. There are 2,816,853 shares of common stock that could be sold by an affiliated selling shareholder according to Rule 144; however, we have agreed to register none of those shares.

Cash dividends have not been paid during the last three (3) years. In the near future, we intend to retain any earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. The declaration and payment of cash dividends by us are subject to the discretion of our board of directors. Any future determination to pay cash dividends will depend on our results of operations, financial condition, capital requirements, contractual restrictions and other factors deemed relevant at the time by the board of directors. We are not currently subject to any contractual arrangements that restrict our ability to pay cash dividends.

We have thirty (30) stockholders of record of our common stock as of December 31, 2010.

EXECUTIVE COMPENSATION

The following table sets forth information concerning the annual and long-term compensation of our President and Secretary/Treasurer, and the most highly compensated employee and/or executive officer who served at the end of the fiscal years December 31, 2010 and 2009, and whose salary and bonus exceeded \$100,000 for the fiscal years ended December 31, 2010 and 2009, for services rendered in all capacities to us. The listed individuals shall be hereinafter referred to as the "Named Executive Officers."

Table 5.0 Summary Compensation

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
John Caramello ¹ , President, Secretary and Treasurer	2010	16,500	-0-	-0-	-0-	-0-	-0-	-0-	16,500
	2009	23,650	-0-	-0-	-0-	-0-	-0-	17,329	40,979
John Paquette ² , President and Director	2010 ⁴	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2009	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Diane J. Harrison ³ , Secretary/Treasurer and Director	2010 ⁴	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2009	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

¹ There is no employment contract with Mr. Caramello at this time. Nor are there any agreements for compensation in the future. Mr. Caramello has sold all of his stock in the company and has resigned all of his positions and is no longer affiliated with the Company as of July 28, 2010.

² There is no employment contract with Mr. Paquette at this time. Nor are there any agreements for compensation in the future. A salary and stock options and/or warrants program may be developed in the future.

³ There is no employment contract with Ms. Harrison at this time. Nor are there any agreements for compensation in the future. A salary and stock options and/or warrants program may be developed in the future.

⁴ Both Mr. Paquette and Ms. Harrison have agreed to forego any cash compensation during the remainder of the fiscal year 2010. Their experience dictates that any cash compensation at this time would be counterproductive to the financial security of the company.

Table 6.0 Outstanding equity awards for 2010

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value Of Shares Of Units Of Stock That Have Not Vested (\$)	Market Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
John Caramello, President, Secretary and Treasurer	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
John Paquette, President and Director	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Diane J. Harrison, Secretary/Treasurer and Director	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Compensation of Directors

We have no standard arrangement to compensate directors for their services in their capacity as directors. Directors are not paid for meetings attended. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

Table 7.0 Director Compensation for 2010

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All other Compensation (\$)	Total (\$)
John Caramello, President, Secretary and Treasurer	16,500	-0-	-0-	-0-	-0-	-0-	16,500
John Paquette, President and Director	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Diane J. Harrison, Secretary/Treasurer and Director	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Additional Compensation of Directors

As of July 28, 2010, all of our directors are unpaid. Compensation for the future will be revisited as the Company's performance and income improves.

Board of Directors and Committees

Currently, our Board of Directors consists of John Paquette and Diane J. Harrison, Chairman. We are not actively seeking additional board members. At present, the Board of Directors has not established any committees.

Employment Agreements

Currently, we have no employment agreements with any of our Directors or Officers.

DISCLOSURE CONTROLS AND PROCEDURES

Our Board of Directors believes that, for 2011, our Chairman/Secretary/Treasurer, Diane J. Harrison, has developed disclosure controls and procedures that are in keeping with the intent of the regulations. Ms. Harrison and the full Board of Directors find the Company's disclosure controls and procedures to meet or exceed those required. Management has the responsibility for establishing and maintaining adequate controls over the financial reporting of our Company. Our controls and procedures include, without limitation, those designed to ensure that information to be disclosed is recorded, processed, summarized and reported within the appropriate time periods and that the information is communicated to management, including its principal executive officer and principal financial officer, as appropriate, regarding timely disclosure. There were no disclosure requirements for 2009 and 2010 except for income tax reporting.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Our Chairman/Secretary/Treasurer, Diane J. Harrison, will be providing a full financial reporting and accounting of the Company according to the Generally Accepted Accounting Principles and guidelines established by the American Institute of Certified Public Accountants. The Board of Directors has found various weaknesses in the controls that were established for 2009 and 2010. These weaknesses, discovered during the audit of our financial statements for the years ended December 31, 2010 and 2009, are being addressed by the new management. Since the change in ownership on July 28, 2010, management has instituted numerous changes to the system of internal control over financial reporting. As of this filing, our Chairman/Secretary/Treasurer, Diane J. Harrison, believes that the Company will be able to provide timely and accurate reports and keep those who invest in our Company

fully informed of the true financial status of the Company at all times. Should there be additional changes in our internal control over financial reporting, these changes will be made available in our reports filed with the Securities and Exchange Commission.

CODE OF ETHICS

We adopted a Code of Ethics as of July 31, 2010 that applies to our principal executive officer, principal financial officer, and principal accounting officer as well as our employees. Our standards are in writing and will be posted on our website once our site is operational. Our complete Code of Ethics has been attached to this registration statement as an exhibit. Our annual report filed with the Securities Exchange Commission will set forth the manner in which a copy of our code may be requested at no charge. The following is a summation of the key points of the Code of Ethics we adopted:

- Honest and ethical conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure reports and documents that a small business issuer files with, or submits to, the Commission and in other public communications made by our Company;
- Full compliance with applicable government laws, rules and regulations;
- The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and
- Accountability for adherence to the code.

CORPORATE GOVERNANCE

As a small business issuer we are not listed on a national securities exchange or in an inter-dealer quotation system that has requirements that a majority of the board of directors be independent. Further, we have not applied for a listing with a national exchange or in an inter-dealer quotation system which has requirements that a majority of the board of directors be independent. We have conducted regular Board of Director meetings on the last business Friday of each quarter for the last calendar year. Each of our directors has attended all meetings. We have no standing committees regarding compensation, audit or other nominating committees. At our annual shareholders meetings, each shareholder is given specific information on how he/she can direct communications to the officers and directors of the corporation. All communications from shareholders are relayed to the members of the Board of Directors. We have no independent directors on our Board of Directors as defined in Item 407 of Regulation S-K.

EXPERTS

Certain of the financial statements of Dinello Restaurant Ventures, Inc. included in this prospectus and elsewhere in the registration statement, to the extent and for the periods indicated in their reports, have been audited or reviewed by Randall N. Drake, C.P.A., independent certified public accountant, whose reports thereon appear elsewhere herein and in the registration statement.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On December 13, 2010, we engaged Randall N. Drake, C.P.A., P.A. ("Drake ") as our independent auditor. He is our first auditor and we have had no disagreements with Drake on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, in connection with its reports.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for Dinello Restaurant Ventures, Inc. by Harrison Law, P.A., 6860 Gulfport Blvd. South, No. 162, South Pasadena, Florida, 33707. The relationship between our Secretary/Treasurer and the

President of Harrison Law, P.A. may create a conflict of interest with our Company operating independently by Harrison Law, P.A. providing the opinion of the validity of the shares of the Company.

CONFLICT OF INTERESTS

The Secretary/Treasurer of our Company Diane J. Harrison is also the principal in the firm of Harrison Law, P.A. This firm is providing the opinion as to the validity of our shares. There could be a conflict of interest that could arise if a client of Dinello's was also a client of Harrison Law, P.A. and it was necessary for Harrison Law, P.A. to put the interests of the client above those of Dinello's. Currently there are no mutual clients of Harrison Law, P.A. and Dinello Restaurant Ventures, Inc. In the event a client is referred by Harrison Law, P.A. to Dinello's there is no financial arrangement whereby Harrison Law, P.A. receives any of the monies earned by Dinello Restaurant Ventures, Inc. The only fees paid to Harrison Law, P.A., if any, will be for legal advice and work.

WHERE YOU CAN FIND FURTHER INFORMATION

Dinello Restaurant Ventures, Inc. will be subject to the informational requirements of the Securities Exchange Act of 1934, and in accordance therewith files reports, or information statements and other information with the Securities and Exchange Commission. Such reports and other information can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street N. E., Washington, D.C. 20549, at prescribed rates. In addition, the Commission maintains a web site that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the Commission. The address of the Commission's web site is <http://www.sec.gov>.

Dinello Restaurant Ventures, Inc. has filed with the Commission a registration statement on Form S-1 under the Securities Act of 1933 with respect to the common stock being offered hereby. As permitted by the rules and regulations of the Commission, this prospectus does not contain all the information set forth in the registration statement and the exhibits and schedules thereto. For further information with respect to Dinello Restaurant Ventures, Inc. and the common stock offered hereby, reference is made to the registration statement, and such exhibits and schedules. A copy of the registration statement, and the exhibits and schedules thereto, may be inspected without charge at the public reference facilities maintained by the Commission at the addresses set forth above, and copies of all or any part of the registration statement may be obtained from such offices upon payment of the fees prescribed by the Commission. In addition, the registration statement may be accessed at the Commission's web site. Statements contained in this prospectus as to the contents of any contract or other document are not necessarily complete and, in each instance, reference is made to the copy of such contract or document filed as an exhibit to the registration statement, each such statement being qualified in all respects by such reference.

**FINANCIAL STATEMENTS
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Randall N. Drake, C.P.A., P.A.

1981 Promenade Way
Clearwater, Florida 33760
Phone: (727) 536-4863

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Dinello Restaurant Ventures, Inc.:

We have audited the accompanying balance sheets of Dinello Restaurant Ventures, Inc. as of December 31, 2010 and 2009 and the related statements of income, stockholders' equity, and cash flows for each of the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dinello Restaurant Ventures, Inc. as of December 31, 2010 and 2009 and the results of its operations and its cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

Randall N. Drake, CPA, PA

Randall N. Drake, CPA, PA

Clearwater, Florida

February 3, 2011

DINELLO RESTAURANT VENTURES, INC.**Balance Sheets**

	As of	
	December 31, 2010 (audited)	December 31, 2009 (audited)
<u>ASSETS</u>		
Current Assets:		
Cash and Cash Equivalents	\$ 9,387	\$ 2,640
Note Receivable	0	250
Inventory	4,915	4,012
Total Current Assets	14,302	6,902
Property and Equipment, net of depreciation of \$50,052 and \$47,970	18,378	10,683
Total Assets:	\$ 32,680	\$ 17,585
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current Liabilities:		
Accounts Payable	\$ 3,304	\$ 0
Accrued Expenses	23,982	16,100
Total Current Liabilities	27,286	16,100
Long Term Liabilities - Shareholder Notes	-	5,022
Total Liabilities	27,286	21,122
Stockholders' Equity:		
Common Stock, \$0.01 and \$1.00 per share par value; 500,000,000 and 100 shares authorized; and 3,238,078 and 100 issued outstanding as of December 31, 2010 and December 31, 2009, respectively	32,381	100
Additional Paid in Capital	34,027	40,000
Accumulated Deficit	(61,014)	(43,638)
Total Stockholder' s Equity (deficit)	5,394	(3,538)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 32,680	\$ 17,585

The accompanying notes are an integral part of these statements.

DINELLO RESTAURANT VENTURES, INC.**Statements of Operations**

	For the Year Ending, December 31, 2010	For the Year Ending, December 31, 2009
Revenue:		
Sales	445,929	564,509
Less direct costs	113,237	213,876
	332,692	350,633
Cost and Expenses:		
General and Administrative	353,439	344,357
Depreciation Expenses	2,082	2,060
	355,521	346,417
Operating Income (Loss)	(22,829)	4,216
Other Income (Expense)	471	-
Forgiveness of shareholder loan	5,022	-
Interest Expense	(40)	(631)
	5,453	(631)
Net Income (Loss)	\$ (17,376)	\$ 3,585
Basic and diluted earnings per share	\$(0.01)	\$0.00
Weighted average shares outstanding	2,975,000	2,975,000

The accompanying notes are an integral part of these statements.

DINELLO RESTAURANT VENTURES, INC.**Statement of Changes in Stockholders' Equity**

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Deficit	Total Equity
Balance as of December 31, 2008	100	\$ 100	\$ 40,000	\$ (39,523)	\$ 577
Distribution				(7,700)	(7,700)
Net Income				3,585	3,585
Balance at December 31, 2009	<u>100</u>	<u>100</u>	<u>40,000</u>	<u>(43,638)</u>	<u>(3,538)</u>
Recapitalization (500,000,000 shares Authorized at \$0.01 par value) July 28, 2010	(100)	(100)	100		
Stock Split 29,750:1 July 28, 2010	2,975,000	29,750	(29,750)		
Stock for Debt	263,078	2,631	23,677		26,308
Net Loss				(17,376)	(17,376)
Balance at December 31, 2010	<u>3,238,078</u>	<u>\$ 32,381</u>	<u>\$ 34,027</u>	<u>\$ (61,014)</u>	<u>\$ 5,394</u>

The accompanying notes are an integral part of these statements.

DINELLO RESTAURANT VENTURES, INC.**Statements Cash Flows**

	For the Year Ending, December 31, 2010	For the Year Ending, December 31, 2009
Cash Flows from Operating Activities:		
Net Income (Loss)	\$ (17,376)	\$ 3,585
Adjustments to reconcile Net Income (Loss) to net cash used in operating activities:		
Depreciation and amortization	2,082	2,060
Forgiveness of shareholder loan	(5,022)	-
Write off of employee receivable	250	-
Changes in operating assets and liabilities:		
Inventory	(903)	(433)
Accounts payable	3,304	-
Accrued expenses	7,881	13,508
Total adjustments to net income (loss)	7,592	15,135
Net Cash Flows Provided (Used) by Operating Activities	(9,784)	18,720
Net Cash Flows from Investing Activities:		
Equipment Purchase	(9,777)	-
Net Cash Flows Used in Investing Activities	(9,777)	0
Cash Flows from Financing Activities:		
Proceeds from related party loan	26,308	-
Repayments to related parties	-	(6,484)
Distributions and return of equity	-	(7,700)
Net Cash Flows Provided (Used) by Financing Activities	26,308	(14,184)
Net increase in cash	6,747	4,536
Cash - Beginning of period	2,640	(1,896)
Cash - End of period	\$ 9,387	\$ 2,640
Supplemental Disclosures:		
Interest Paid	\$ 40	\$ 631
Income Taxes Paid	-	-

On December 31, 2010 the major shareholder converted 26,308 in debt to 263,078 shares of common stock.

The accompanying notes are an integral part of these statements.

Dinello Restaurant Ventures, Inc.
Notes to Financial Statements
For the years ended December 31, 2010 and 2009

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Dinello Restaurant Ventures, Inc. (the Company) was incorporated under the laws of the State of Florida on April 2, 2003. On that same date the Company filed a Fictitious Name application to do business as “Za Za’ s Pizza & Grinders.” Shortly thereafter, the Company decided on a new “dba” name and filed a Fictitious Name application to do business as “Gumby’ s Pizza & Grinders.” The Company operated as Gumby’ s Pizza & Grinders until April 13, 2010 when it filed a new Fictitious Name application to do business as “Caramello’ s Pizzeria.” On July 28, 2010 the sole shareholder of Dinello Restaurant Ventures, Inc. sold 100% of the outstanding stock to the current shareholders. The Company currently operates one location in St. Petersburg, Florida.

The Company is a pizzeria which strives to provide its guests high quality cuisine and exceptional service in an enjoyable dining environment. The Company strives to maintain quality and consistency in its restaurants through the careful training and supervision of personnel and the establishment of standards relating to food and beverage preparation, maintenance of facilities and conduct of personnel.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates. The Company prepares its financial statements in conformity with generally accepted accounting principles in the United States of America. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Cash and Cash Equivalents. The majority of cash is maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed on demand and, therefore, bear minimal risk. The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Inventory. Inventory is stated at the lower of cost (first in - first out) or market. Market is generally considered to be the net realizable value. The inventory at each year end consisted of food stuffs and supplies with a limited life.

Property and Equipment. Property and equipment is stated at cost. Depreciation is computed by the straight-line method over estimated useful lives. The carrying amount of all long-lived assets is evaluated periodically to determine if adjustment to the depreciation and amortization period or the unamortized balance is warranted. Based upon its most recent analysis, the Company believes that no impairment of property and equipment exists at December 31, 2010.

Dinello Restaurant Ventures, Inc.
Notes to Financial Statements
For the years ended December 31, 2010 and 2009
(Continued)

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of Long-lived Assets. Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented.

Revenue Recognition Sales revenues are recognized at the point of sale or at the time product is delivered to the customer. Delivery charges are included in the sales revenues. Additionally, revenues are presented net of discounts and exclude all sales taxes. Typically the Company does not offer credit to its customers. Management has determined that no allowance for expected merchandise returns is required.

Share-based Compensation. The Company issues stock options whereby all share-based payments to employees, including grants of employee stock options are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). The Company had no common stock options or common stock equivalents granted or outstanding for all periods presented.

The Company may issue restricted stock for various business and administrative services. Cost for these transactions are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The value of the common stock is measured at the earlier of (i) the date at which a firm commitment for performance by the counterparty to earn the equity instruments is reached or (ii) the date at which the counterparty's performance is complete. There was no share-based compensation paid in 2009 or 2010.

Advertising. The costs of advertising are expensed as incurred. Advertising expense was \$27,695 and \$31,046 for the years ending December 31, 2010 and 2009, respectively.

Income Taxes. For the years ended December 31, 2010 and 2009, the Company has elected to be taxed under Subchapter S of the Internal Revenue Code. As such, the Company's income or loss is reported on the shareholders' personal returns. Therefore no provision for income taxes is presented.

Dinello Restaurant Ventures, Inc.
Notes to Financial Statements
For the years ended December 31, 2010 and 2009
(Continued)

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

On January 1, 2011, the Company revoked its S-Corporation election and thereafter will be taxed at the corporate level. For years after 2010, the Company will account for income taxes using the liability method where deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

Earnings per Share. Basic earnings (loss) per share calculations are determined by dividing net income (loss) by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share calculations are determined by dividing net income (loss) by the weighted average number of shares plus the effect of the dilutive potential common shares outstanding during the period using the treasury stock method. There are no share equivalents for any periods presented and, thus, anti-dilution issues are not applicable

Recent Accounting Pronouncements. The Company reviews new accounting standards as issued. No new standards had any material effect on these financial statements. The accounting pronouncements issued subsequent to the date of these financial statements that were considered significant by management were evaluated for the potential effect on these consolidated financial statements. Management does not believe any of the subsequent pronouncements will have a material effect on these consolidated financial statements as presented and does not anticipate the need for any future restatement of these consolidated financial statements because of the retro-active application of any accounting pronouncements issued subsequent to December 31, 2010 through the date these financial statements were issued.

Subsequent Events

The Company has evaluated subsequent events through February 3, 2011 to assess the need for potential recognition or disclosure in this report. Based upon this evaluation, management determined that all subsequent events that require recognition in the financial statements have been included.

NOTE 3. PROPERTY AND EQUIPMENT

Property and Equipment, as of December 31 consists of:

	2010	2009
Property and Equipment	\$ 68,430	\$ 58,653
Accumulated Depreciation	50,052	47,970
Property and Equipment, net	<u>\$ 18,378</u>	<u>\$ 10,683</u>

Depreciation expense was \$2,082 and \$2,060 for the years ended December 31, 2010 and 2009, respectively.

Dinello Restaurant Ventures, Inc.
Notes to Financial Statements
For the years ended December 31, 2010 and 2009
(Continued)

NOTE 4. RELATED PARTY TRANSACTIONS

During 2009, the sole stockholder took distributions of the S-Corporation earnings of \$7,700. On July 28, 2010, the sole stockholder sold 100% of his holdings to new stockholders. No distributions of earnings were made in 2010.

During the last half of 2010, the major shareholder loaned the Company \$26,308 in short-term non-interest bearing loans. On December 31, 2010, she elected to convert the shareholder loans to stock at \$0.10 per share.

NOTE 5. STOCKHOLDERS' EQUITY

During the year ended December 31, 2009, the Company had 100 shares of common stock issued and outstanding.

In July of 2010, the sole stockholder sold 100% of his shares to new owners. The new Board of Directors with the consent of the new stockholders amended the articles of incorporation to reduce the par value from \$1.00 to \$0.01 and to increase the authorized shares from 100 shares of common stock to 500,000,000 of common stock. In addition the original 100 shares were split into 2,975,000 shares.

There were no preferred shares authorized in either year.

On December 31, 2010, a loan, from a shareholder in the amount of \$26,308, was converted to 263,078 shares of common stock at \$0.10 per share.

The Company has no options or warrants outstanding in either year.

NOTE 6. COMMITMENTS AND CONTINGENCIES

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

The Company operates in a leased facility in St. Petersburg Florida. The lease was started in March 1, 2003 with an initial term of three (3) years and is in the second of five possible three year extensions. The current extension will end on February 28, 2012. The monthly lease amount in this extension is \$1,985.

Total rent expense for the years ended December 31, 2010 and 2009 was \$25,481 and \$25,297, respectively.

The Company's commitments for minimum lease payments under these operating leases for the next five years and thereafter as of December 31, 2010 are as follows:

Period ended December 31,	
2011	\$ 23,814
2012	4,234
2013	-
2014	-
2015	-
Thereafter	-
	\$ 28,048

PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses payable by Dinello Restaurant Ventures, Inc. in connection with the sale of the securities being registered. All amounts are estimates except the Securities and Exchange Commission registration fee and the Accounting Fees and Expenses:

Registration Fee	\$4.89
Federal taxes, state taxes and fees	\$0.00
Printing and Engraving Expenses	\$1,000.00
Accounting Fees and Expenses	\$10,000.00
Legal Fees and Expenses	\$0.00
Transfer Agent's Fees and Expenses	\$1,000.00
Miscellaneous	\$2,000.00
Total	\$14,004.89

We will bear all the costs and expenses associated with the preparation and filing of this registration statement including the registration fees of the selling security holders.

Item 14 Indemnification of Directors and Officers

Title XXXVI, Chapter 607 of the Florida Statutes permits corporations to indemnify a director, officer or control person of the corporation for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the corporation has the authority to indemnify him against such liability and expense. Our Articles of Incorporation do include such a provision automatically indemnifying a director, officer or control person of the corporation or its stockholders for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such.

Article XV, Paragraph 3 of our By-Laws permits us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or his actions in such capacity, regardless of whether or not Florida law would permit indemnification. We have not obtained any such insurance at this time.

We have been advised that it is the position of the Securities and Exchange Commission that insofar as the foregoing provisions may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, that such provisions are against public policy as expressed in the Securities Act and are therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Item 15. Recent Sales of Unregistered Securities

There have been no issuances and/or sales of Dinello Restaurant Ventures, Inc.'s common stock without registration during the last three years.

Item 16. Index of Exhibits

The following Exhibits are filed as part of this Registration Statement, pursuant to Item 601 of Regulation S-1. All Exhibits are attached hereto unless otherwise noted.

Exhibit No.	Description
3.1	Articles of Incorporation
3.2	Amended and Restated Articles of Incorporation
3.3	By-Laws
5	Opinion Regarding Legality and Consent of Counsel by Harrison Law, P.A.
14	Code of Ethics
23	Consent of Experts and Counsel: Independent Auditor's Consent by Randall N. Drake, C.P.A.

Item 17. Undertakings

The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
 - (iv) The undersigned Registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (2) That for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed pursuant to Rule 424(b)(§230.424(b) of Title 17 of the Code of Federal Regulations Chapter II, Securities and Exchange Commission) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A (§230.430A), shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale

prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of St. Petersburg, Florida, on February 3, 2010.

(Registrant)

DINELLO RESTAURANT VENTURES, INC.

By: /s/ John Paquette

John Paquette

President

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN PAQUETTE</u> John Paquette	Principal Executive Officer, President, Director	February 3, 2011
<u>/s/ DIANE J. HARRISON</u> Diane J. Harrison	Principal Accounting Officer, Chief Financial Officer, Secretary, Treasurer, Chairman of the Board of Directors	February 3, 2011

**ARTICLES OF INCORPORATION
OF
*DINELLO RESTAURANT VENTURES, INC.***

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
Name and Address**

The name of this Corporation is:

Dinello Restaurant Ventures, Inc.

The mailing address and street address of the Corporation are:

**2701 4th Street, North #102 & #103
St. Petersburg, FL 33704**

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Powers**

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;

- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees to the full extent permitted by law;
 - (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
 - (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
- (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;
- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
 - (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or at of its current or former directors, officers, employees, and agents and for any or all of the

current or former directors, officers, employees and agents of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity,

(r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V
Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

2914 Gandy Blvd., #E
Tampa, FL 33611

and the name of its registered agent at such address is:

John Caramello

ARTICLE VII
Initial Board of Directors

This Corporation shall have One director(s) 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 directors of this Corporation is:

Name and Address
John Caramello
2914 Gandy Blvd., #E
Tampa, FL 33611

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

Name and Address
John Caramello
2914 Gandy Blvd., #E
Tampa, FL 33611

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in the manner provided by law.
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation, this day, Wednesday, April 02, 2003.

/s/ JOHN CARMELLO
John Caramello

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: April 2, 2003

/s/ JOHN CARMELLO
John Caramello

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DINELLO RESTAURANT VENTURES, INC.
A Florida Corporation

Diane J. Harrison certifies that:

1. Diane J. Harrison is the duly elected and acting Secretary/Treasurer of the corporation herein above named.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be Dinello Restaurant Ventures, Inc. and shall be governed by Title XXXVI Chapter 607 of the Florida Statutes.

ARTICLE II.

The nature of the business shall be to engage in restaurant operations as well as any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

The corporation shall have the power to conduct its business both within and outside the State of Florida.

ARTICLE III.

The principal office of the corporation shall be: 2701 4th Street North, #102/103, St. Petersburg, Florida 33704.

ARTICLE IV.

The total authorized capital stock of the corporation shall be Five Hundred Million (500,000,000) shares of common stock with a par value of \$.01 per share, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

There shall be one class of preferred blank check stock to be issued solely at the discretion of the Board of Directors.

ARTICLE V.

The corporation shall have perpetual existence. The date when the corporation existence shall commence is April 3, 2003 upon the filing of the original articles of incorporation.

ARTICLE VI.

The registered agent and the office of the resident agent shall be as follows:

Harrison Law, P.A.: 6860 Gulfport Blvd. South, #162, South Pasadena, FL 33707.

ARTICLE VII.

The governing board of this corporation shall be known as Directors, which shall consist of not less than one (1) Director and not more than fifteen (15) directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one (1) Director.

The election of directors shall be on an annual basis. Each of the said Directors shall be of full and legal age.

A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders. Attendance at any meeting of the Board of Directors may be in person or by any electronic or telephonic means accessible.

ARTICLE VIII.

The names and post office addresses of the Board of Directors of the corporation are:

Diane J. Harrison: 6860 Gulfport Blvd. South, #162, South Pasadena, FL 33707.

John Paquette: 6860 Gulfport Blvd. South, #162, South Pasadena, FL 33707.

ARTICLE IX.

The names and post office addresses of the Officers, subject to this Charter and the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are:

Diane J. Harrison, Secretary/Treasurer: 6860 Gulfport Blvd. South, #162, South Pasadena, FL 33707.

John Paquette, President: 6860 Gulfport Blvd. South, #162, South Pasadena, FL 33707.

ARTICLE X.

The names and post office addresses of the subscribers to these Articles of Incorporation are:

Diane J. Harrison: 6860 Gulfport Blvd. South, #162, South Pasadena, FL.

ARTICLE XI.

The corporation shall have the power to indemnify any officer, director or former officer or director to the fullest extent permitted by law.

ARTICLE XII.

If all of the directors severally and 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.

The undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true and accordingly has hereunto set her hand this 28th day of July 2010.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Amended and Restated Articles of Incorporation are true and correct to the best of my knowledge.

/s/ DIANE J. HARRISON

Diane J. Harrison

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Dinello Restaurant Ventures, Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 28th day of July, 2010 adopted the Restated Articles of Incorporation and any and all amendments, to the original Articles of Incorporation of Dinello Restaurant Ventures, Inc. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006. The duly adopted and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

The undersigned, being the Secretary/Treasurer, for the purpose of filing this Certificate with the state of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set her hand this 28th day of July, 2010.

/s/ DIANE J. HARRISON

Diane J. Harrison

WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Diane J. Harrison, Esq. of Harrison Law, P.A., the undersigned, being the registered agent for DINELLO RESTAURANT VENTURES, INC., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 28th day of July, 2010.

/s/ DIANE J. HARRISON, ESQ.

Diane J. Harrison, Esq.

Harrison Law, P.A.

**BY LAWS
OF
DINELLO RESTAURANT VENTURES, INC.**

ARTICLE I - OFFICES

The principal office of the corporation shall be established and maintained as designated in the Articles of Incorporation. The corporation may also have offices at such places within or without the State of Florida as the Board of Directors (hereinafter, "Board") may from time to time establish.

ARTICLE II - STOCKHOLDERS

1. **PLACE OF MEETINGS.** Meetings of the Stockholders shall be held at the principal office of the corporation or at such place within or without the State of Florida as the Board shall authorize.
2. **ANNUAL MEETING.** The annual meeting of Stockholders shall be held on the first Monday of each year in the month which this Corporation's initial Articles of Incorporation were first filed with the Secretary of State; however, if such day falls on a legal holiday, then on the next business day following at the same time, the Stockholders shall elect a Board and transact such other business as may properly come before the meeting.
3. **SPECIAL MEETINGS.** Special meetings of the Stockholders may be called by the Board or by the President or at the written request of Stockholders owning a majority of the stock entitled to vote at such meeting. A meeting requested by the Stockholders shall be called for a date not less than ten nor more than sixty days after a request is made. The Secretary shall issue the call for the meeting unless the President, the Board or the Stockholders shall designate another to make said call.
4. **NOTICE OF MEETINGS.** Written Notice of each meeting of Stockholders shall state the purpose of the meeting and the time and place of the meeting. Notice shall be mailed to each Stockholder having the right and entitled to vote at such meetings to his last address as it appears on the records of the corporation, not less than ten nor more than sixty days before the date set for such meeting. Such notice shall be sufficient for the meeting and any adjournment thereof. If any Stockholder shall transfer his stock after notice, it shall not be necessary to notify the transferee. Any Stockholder may waive notice of any meeting before, during or after the meeting.
5. **RECORD DATE.** The Board may fix a record date not more than forty days prior to the date set for a meeting of Stockholders as the date of which the Stockholders of record who have the right to and are entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined. Notice that such date has been fixed may be published in the city, town or county where the principal office of the corporation is located and in each city or town where a transfer agent of the stock of the corporation is located.

By Laws of Dinello Restaurant Ventures, Inc. d/b/a Caramello's Pizzeria

6. **VOTING.** Every Stockholder shall be entitled at each meeting and upon each proposal presented at each meeting to one vote for each share of voting stock recorded in his name on the books of the corporation on the record date as fixed by the Board. If no record date was fixed, on the date of the meeting the book of records of Stockholders shall be produced at the meeting upon the request of any Stockholder. Upon demand of any Stockholder, the vote for Directors and the vote upon any question before the meeting shall be by ballot. All elections for Directors shall be decided by plurality vote; all other questions shall be decided by majority vote.
7. **QUORUM.** The presence, in person or by proxy, of Stockholders holding a majority of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the Stockholders. In case quorum shall not be present at any meeting, a majority in interest of the Stockholders entitled to vote thereat present in person or by proxy, shall have power to adjourn the meeting from time to time, out notice other than announcement at the meeting, until the requisite amount of stock entitled to shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those Stockholders entitled to vote at the meeting shall be entitled to vote at any adjournment or adjournments thereof.
8. **PROXIES.** At any Stockholders' meeting or any adjournment thereof, any Stockholder of record having the right and entitled to vote thereat may be represented and vote by proxy appointed in an instrument. No such proxy shall be voted after three years from the date of the instrument unless the instrument provides for a longer period. In the event that any such instrument provides for or more persons to act as proxies, a majority of such persons present at the meeting, or if only one is present, that one, shall have all the powers conferred by the instrument upon all persons so designated unless the instrument shall otherwise provide.
9. **STOCKHOLDER LIST.** After fixing a record date for a meeting, the corporation shall prepare an alphabetical list of the names of all its Stockholders who are entitled to notice of a Stockholders' meeting. Such list shall be arranged by voting group with the names and addresses of, and the number class and series if any, of shares held by each. This list shall be available for inspection by any Stockholder for a period of ten days prior to the meeting.

ARTICLE III - DIRECTORS

1. **BOARD OF DIRECTORS.** The business of the corporation shall be managed and its corporate powers exercised by a Board each of whom shall be of full age. It shall not be necessary for Directors to be Stockholders. The number of Director(s) shall be determined by the Stockholders at their annual meeting. There shall be no less than one (1) director and no more than fifteen (15) directors.
2. **ELECTION AND TERM OF DIRECTORS.** Directors shall be elected at the annual meeting of stockholders and each Director elected shall hold office until his successor has been elected and qualified, or until the Director's prior resignation or removal.
3. **VACANCIES.** If the office of any Director, member of a committee or other office becomes vacant the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until a successor shall be duly chosen.
4. **REMOVAL OF DIRECTORS.** Any or all of the Directors may be removed with or without cause by a vote of a majority of all the stock outstanding and entitled to vote at a special meeting of Stockholders called for that purpose.

By Laws of Dinello Restaurant Ventures, Inc. d/b/a Caramello's Pizzeria

5. **NEWLY CREATED DIRECTORSHIPS.** The number of Directors may be increased by amendment of these By-laws by the affirmative vote of a majority of the Directors, though less than a quorum, or, by the affirmative vote of a majority in interest of the Stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.
6. **RESIGNATION.** A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
7. **QUORUM OF DIRECTORS.** A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.
8. **PLACE AND TIME OF BOARD MEETINGS.** The Board may hold its meetings at the office of the corporation or at such other places either within or without the State of Florida as it may from time to time determine. There shall be semi-annual meetings of the Board of Directors to conduct a review of the business and policies of the corporation and to conduct any business that may be brought forward.
9. **REGULAR ANNUAL MEETING.** A regular meeting of the Board shall be held immediately following the annual meeting of the Stockholders at the place of such annual meeting of Stockholders.
10. **NOTICE OF MEETINGS OF THE BOARD.** Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by wire or by facsimile; special meetings shall be called by the President or by the Secretary in a like manner on written request by two Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.
11. **EXECUTIVE AND OTHER COMMITTEES.** The Board, by resolution, may designate two or more of their number to one or more committees, which, to the extent provided in said resolution or these By-laws may exercise the powers of the Board in the management of the business of the corporation.
12. **COMPENSATION.** No compensation shall be paid to Directors, as such for their services, but by resolution of the Board a fixed sum and expenses for actual attendance, at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IV - OFFICERS

1. OFFICERS. ELECTION AND TERM.

- 1.1. The Board may elect or appoint a Chairman, a President, one or more Vice-Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer and such other officers as it may determine who shall have duties and powers as hereinafter provided.

By Laws of Dinello Restaurant Ventures, Inc. d/b/a Caramello's Pizzeria

- 1.2. All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of Stockholders and until their successors have been elected or appointed and qualified.
2. **REMOVAL. RESIGNATION. SALARY. ETC.**
 - 2.1. Any officer elected or appointed by the Board may be removed by the Board with or without cause.
 - 2.2. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.
 - 2.3. Any two or more offices may be held by the same person.
 - 2.4. The salaries of all officers shall be fixed by the Board.
 - 2.5. The Directors may require any officer to give security for the faithful performance of his duties.
3. **CHAIRMAN.** The Chairman of the Board, if one be elected, shall preside at all meetings of the Board and shall have and perform such other duties from time to time as may be assigned to him by the Board or the executive committee.
4. **PRESIDENT.** The President may be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of the corporation. The President shall preside at all meetings of the Stockholders if present thereat, and in the absence or non-election of the Chairman of the Board, at all meetings of the Board, and shall have general supervision direction and control of the business of the corporation. Except as the Board shall authorize the execution thereof in some other manner, the President shall execute bonds, mortgages and other contracts in behalf of the corporation and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.
5. **VICE PRESIDENTS.** During the absence or disability of the President, the Vice-President, or if there be more than one, the executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.
6. **SECRETARY.** The Secretary shall attend all meetings of the Board and of the Stockholders, record all votes and minutes of all proceedings in a book to kept for that purpose, give or cause to be given notice of all meetings of Stockholders and of meetings and special meetings of the Board, keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the Board. or the President, when required, prepare or cause to be prepared and available at each meeting of Stockholders a certified list in alphabetical order of the names of Stockholders entitled to vote thereat, indicating the number of shares of each respective class held by each, keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the Board or assigned by the President.
7. **ASSISTANT SECRETARIES.** During the absence or disability of the Secretary, the Assistant-Secretary, or if there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.
8. **TREASURER.** The Treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all money and other

valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board, disburse the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements, render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all the transactions made as Treasurer and of the financial condition of the corporation. The Treasurer shall also render a full financial report at the annual meeting of the Stockholders if so requested. The Treasurer may request and shall be furnished by all corporate officers and agents with such reports and statements as he may require as to all financial transactions of the corporation, and perform such other duties as are designated by these By-laws or as from time to time are assigned by the Board.

9. **ASSISTANT TREASURERS.** During the absence or disability of the Treasurer, the Assistant Treasurer, or if there be more than one, the one so designated by the Treasurer or the Board, shall have all the powers and functions of the Treasurer.
10. **SURETIES AND BONDS.** In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which the officer or agent may be responsible for.

ARTICLE V - CERTIFICATES FOR SHARES

1. **CERTIFICATES.** The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name, the number of shares and shall be signed by the President and Secretary and shall bear the corporate seal. When such certificates are signed by the transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the corporation and a registrar, the signatures of such officers may be facsimiles.
2. **LOST OR DESTROYED CERTIFICATES.** The Board may direct a new certificate or certificates to be issued in place of any certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board may, in its discretion as a condition preceding the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.
3. **TRANSFER OF SHARES.** Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. Whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer ledger. No transfer shall be made within ten days next preceding the annual meeting of the Stockholders.
4. **CLOSING TRANSFER BOOKS.** The Board shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding
 - 4.1. any Stockholder's meeting, or

- 4.2. any date upon which Stockholders shall be called upon to have a right to take action without a meeting, or
- 4.3. any date fixed for the payment of a dividend or any other form of distribution, and only those Stockholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of
 - 4.3.1. receiving notice of or voting at such meeting or
 - 4.3.2. allowing them to take appropriate action, or
 - 4.3.3. entitling them to receive any dividend or other form of distribution.

ARTICLE VI - DIVIDENDS

The Board may out of funds legally available, at any regular or special meeting declare dividends upon the capital stock of the corporation as and when it deems expedient. Before declaring any dividend there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the Board from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends for such other purposes as the Board shall deem conducive to the interest of the corporation.

ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall bear the name of the corporation, the year of its organization and the words "CORPORATE SEAL, Florida" or "OFFICIAL CORPORATE SEAL, Florida". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE VIII - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin on the first day of each year.

ARTICLE X - NOTICE AND WAIVER OF NOTICE

- 1. **SUFFICIENCY OF NOTICE.** Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a United States Postal Service post office mail collecting container in a sealed postage-paid wrapper, addressed to the person entitled thereto at the last known post office address,

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and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by Statute.

2. **WAIVERS.** Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the corporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI - CONSTRUCTION

Whenever a conflict arises between the language of these By-laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XII - CLOSE CORPORATION

1. **CONDUCT OF BUSINESS WITHOUT MEETINGS.** Any action of the Stockholders, Directors or committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the Secretary of the corporation as part of the proceedings of the Stockholders, Director or committees as the case may be.
2. **MANAGEMENT BY STOCKHOLDERS.** In the event the Stockholders are named in the Articles of Incorporation and are empowered therein to manage the affairs of the corporation in lieu of Directors, the Stockholders of the corporation shall be deemed Directors for the purposes of these By-laws and wherever the words "Directors", "Board of Directors" or "Board" appear in these Bylaws those words shall be taken to mean Stockholders.
3. **MANAGEMENT BY A BOARD.** The Stockholders may, by majority vote, create a Board to manage the business of the corporation and exercise its corporate powers.

ARTICLE XIII - AMENDMENTS

These By-laws may be altered or repealed and By-laws may be made at any annual meeting of the Stockholders or at any special meeting thereof if notice of the proposed alteration or repeal to made contained in the notice of such special meeting, by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting.

ARTICLE XIV - EMERGENCY BY-LAWS

1. **CONDUCT OF BUSINESS WITHOUT MEETINGS.** Pursuant to Florida Statutes the corporation adopts the following By-laws, which shall be effective only if a quorum of the Directors of the corporation cannot be readily assembled because of some catastrophic event.
2. **CALLING A MEETING.** In the event of such catastrophic event, any member of the Board shall be authorized to call a meeting of the Board. Such member calling an emergency meeting shall use any means of communication at their disposal to notify all other members of the Board of such meeting.

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3. **QUORUM.** Anyone member of the Board shall constitute a quorum of the Board. The members of the Board meeting during such an emergency may select any person or persons as additional Board members, officers or agents of the corporation.
4. **INDEMNIFICATION.** The members of such emergency Board are authorized to utilize any means at their disposal to preserve and protect the assets of the corporation. Any action taken in good faith and acted upon in accordance with these By-laws shall bind the corporation; and the corporation shall hold harmless any Director, officer, employee or agent who undertakes an action pursuant to these By-laws.
5. **TERMINATION OF EMERGENCY BY-LAWS.** These emergency By-laws shall not be effective at the end of the emergency period.

ARTICLE XV - MISCELLANEOUS

1. **REPRESENTATION OF SHARES IN OTHER CORPORATIONS.** Shares of other corporations standing in the name of this corporation may be voted or represented and all incidents thereto may be exercised on behalf of the corporation by the Chairman of the Board, the President or any Vice President and the Secretary or an Assistant Secretary.
2. **SUBSIDIARY CORPORATIONS.** Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined as a corporation, the shares of which possessing more than 25% of the total combined voting power of all classes of shares entitled to vote, are owned directly or indirectly through one (1) or more subsidiaries.
3. **INDEMNITY.** Subject to applicable law, the corporation may indemnify any Director, Officer, agent or employee as to those liabilities and on those terms and conditions as appropriate. In any event, the corporation shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the corporation would have the power to indemnify such person against the liability insured against.

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HARRISON LAW, P.A.

Diane J. Harrison

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February 3, 2011

Board of Directors

Dinello Restaurant Ventures, Inc.

2701 4th Street N., No. 102 & 103

St. Petersburg, FL 33704

Re: Dinello Restaurant Ventures, Inc. Common Stock

Dear Directors:

You have requested our opinion as counsel for Dinello Restaurant Ventures, Inc., a Florida corporation (the "Company"), in connection with the filing of the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on or about the date hereof, as to the legality of the 421,225 shares (the "Shares") of the Company's Common Stock, par value \$0.001 per share, which are being registered in the Registration Statement.

We have made such legal examination and inquiries as we have deemed advisable or necessary for the purpose of rendering this opinion and have examined originals or copies of the Registration Statement; the Articles of Incorporation and any amendments thereto; the Bylaws and any amendments thereto; the Company's resolutions of the Board of Directors authorizing the issuance of shares and the registration described above; and such other corporate documents and matters as we have deemed necessary to render our opinion. In our examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, photostatic, or conformed copies and the authenticity of the originals of all such latter documents. In addition, as to certain matters we have relied upon certificates and advice from various state authorities and public officials, and we have assumed the accuracy of the material and the factual matters contained therein.

The opinions set forth herein are limited to matters governed by the laws of the State of Florida and the federal laws of the United States, and no opinion is expressed herein as to the laws of any other jurisdiction.

Based upon the foregoing, it is our opinion that the 421,225 shares of Common Stock registered in this offering is legally issued, fully paid, and non-assessable under Florida law, including the statutory provisions, all applicable provisions of the Florida Constitution and all reported judicial decisions interpreting those laws.

We hereby consent to the discussion in the Registration Statement of this opinion, to the filing of this opinion as an exhibit to the Registration Statement, and to the references to our firm under the caption "Interest of Named Experts and Counsel" in the Registration Statement.

Sincerely,

HARRISON LAW, P.A.

/s/Diane J. Harrison

Diane J. Harrison

DINELLO RESTAURANT VENTURES, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted by the Board of Directors on August 10, 2010)

A. INTRODUCTION

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise but it sets out basic principles to guide all employees of Dinello Restaurant Ventures, Inc. (the "Company"). All of our officers, directors and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The code should also be provided to and followed by the Company's agents and representatives, including consultants.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate standards in this Code will be subject to disciplinary action, up to and including termination of employment. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 14 of this Code.

1. **COMPLIANCE WITH LAWS, RULES AND REGULATIONS.** Obey the law, both in letter and in spirit, is the foundation on which our ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough about them to determine when to seek advice from supervisors, managers or other appropriate personnel.
2. **CONFLICTS OF INTEREST.** A "conflict of interest" exists when a person's private interests interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and efficiently. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by our Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult with the procedures described in Section 14 of this Code.

3. **INSIDER TRADING.** Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To

use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal.

4. **CORPORATE OPPORTUNITIES.** Employees, officer and directors are prohibited from taking for themselves personally, opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information or position for improper personal gain and no employee may compete with the Company, directly or indirectly.
5. **COMPETITION AND FAIR DEALING.** We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each officer, director and employee should respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift, or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent, unless it (a) is not in cash, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff and (e) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate.

6. **DISCRIMINATION AND HARASSMENT.** The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all respects aspects of employment and will not tolerate illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.
7. **HEALTH AND SAFETY.** The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of alcohol and/or illegal drugs in the workplace will not be tolerated.

8. **RECORD-KEEPING.** The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Company's controller or chief financial officer.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform to both applicable legal requirements and to the Company's systems of accounting and internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable laws or regulations.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with these policies, in the

event of litigation or governmental investigation please consult your supervisor. All e-mail communications are the property of the Company and employees, officers and directors should not expect that Company or personal e-mail communications are private. All e-mails are the property of the Company. No employee, officer or director shall use Company computers, including access to the internet, for personal or non-Company business.

9. **CONFIDENTIALITY.** Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, employees, officers and directors may be required to execute confidentiality agreements confirming their agreement to be bound not to disclose confidential information. If you are uncertain whether particular information is confidential or non-public, please consult your supervisor.
10. **PROTECTION AND PROPER USE OF COMPANY ASSETS.** All officers, directors and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business.

The obligation of officers, directors and employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

11. **PAYMENTS TO GOVERNMENT PERSONNEL.** The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U. S. government has a number of laws and regulations regarding business gratuities that may be accepted by U. S. government personnel. The promise, offer or delivery to an official or employee of the U. S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

12. **WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS.** Any waiver of the provisions of this Code may be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange rule or regulation.
13. **REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR.** Employees are encouraged to talk with supervisors, managers or Company officials about observed illegal or unethical behavior, and when in doubt about the best course of action in a particular situation. It is the Company's policy not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct, and the failure to do so could serve as grounds for termination.

Any employee may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

14. COMPLIANCE PROCEDURES. We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that may arise, it is important that we have a way to approach a new question or problem. These are steps to keep in mind:
- Make sure you have all the facts. In order to reach the rights solutions, we must be as fully informed as possible.
 - Ask yourself, what specifically am I being asked to do - does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
 - Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
 - Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Keep in mind that it is your supervisor's responsibility to help solve problems. If your supervisor does not or cannot remedy the situation, or you are uncomfortable bringing the problem to the attention of your supervisor, bring the issue to the attention of the human resources supervisor, or to an officer of the Company.
 - You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind for good faith reports of ethical violations.
 - Always *ask* first - *act* later. If you are unsure of what to do in any situation, seek guidance before you act.

B. CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

The Company's Code of Business Conduct and Ethics is applicable to all employees, officers and directors of the Company. The Chief Executive Officer (CEO) and senior financial officers of the Company, including its chief financial officer and principal accounting officer, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. However, in addition to the Code of Business Conduct and Ethics, the CEO and senior financial officers of the Company are also subject to the following specific policies:

1. The CEO and senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports and other filings required to be made by the Company with the Securities and Exchange Commission. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Board of Directors any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise impairs the ability of the Company to make full, fair, accurate, timely and understandable public disclosures.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Company's Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the Board of Directors and the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The CEO and each senior financial officer shall promptly bring to the attention of the Board of Directors and Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Conduct and Ethics or of these additional procedures.
5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics of these additional procedures by the CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Randall N. Drake, C.P.A., P.A.

1981 Promenade Way
Clearwater, Florida 33760
Phone: (727) 536-4863

Consent of Independent Registered Public Accounting Firm

I consent to the inclusion in the Prospectus, of which this Registration Statement on Form S-1 is a part, of the report dated February 3, 2011 relative to the financial statements of Dinello Restaurant Ventures, Inc. as of December 31, 2010 and 2009 and for each of the two years then ended.

I also consent to the reference to my firm under the caption "Experts" in such Registration Statement.

/s/ Randall N. Drake, CPA, PA
Randall N. Drake, CPA, PA

Clearwater, Florida

February 3, 2011