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October 20, 1999

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314

100003023701--9  
-10/25/99-01092-001  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Re: Secrets, Inc.

To Whom It May Concern:

Please be advised that the undersigned represents the incorporators of Secrets, Inc.

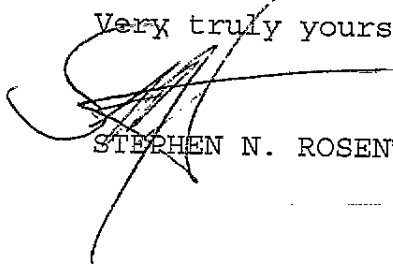
Pursuant to same, I am herewith enclosing an original copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 25 PM 5:04

FILED

F. GESSER OCT 26 1999

6 99 51508

ARTICLES OF INCORPORATION

OF

SECRETS, INC.

\*\*\*\*\*

THE UNDERSIGNED do hereby associate himself for the purpose of forming a corporation under the laws of the State of Florida and to hereby certify as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 25 PM 5:04

FILED

ARTICLE I - NAME

The name of the Corporation shall be:

SECRETS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of operating a restaurant and bar facility, including but not limited to, the preparation of food, and food products, in addition to any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: (100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

1423 Collins Avenue  
Miami Beach, Florida

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Filip Rady, and the Registered Office shall be located at: 1423 Collins Avenue, Miami Beach, Florida, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Filip Rady	President/Vc. President Secretary/Treasurer	1423 Collins Avenue Miami Beach, Fl.

**ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

**ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Filip Rady	1423 Collins Avenue Miami Beach, Florida

**ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Of Shares Subscribed</u>	<u>Amount of Shares</u>
Filip Rady	1423 Collins Avenue Miami Beach, Fl.	100	\$170,000.00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities,

including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

