

P95000028749

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

55 APR 12 1995

EFFECTIVE DATE
4-7-95

AB 4/12/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN
Will Pick Up 4-12 1200

RE: Leavitt, Inc.

	G.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CARLOS J. BERROCAL
DOROTHY W. WILKINS
DAVID C. JACOBSON
OF COUNSEL
AS AN ATTORNEY AT LAW
IN THE STATE OF FLORIDA
RECEIVED FROM THE FLORIDA
DEPARTMENT OF STATE

BERROCAL & WILKINS
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
SUITE 100
1120 EAST BIRDAVENUE
JUPITER, FLORIDA 33477-5111

TELEPHONE
(407) 746-7400
FAX
(407) 746-7411

April 11, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

HAND DELIVERED

RE: Articles of Incorporation for LEEVITT, INC.
Our File No.: 1140-600

Dear Sir/Madam:

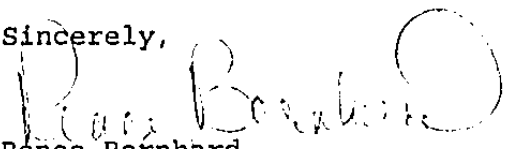
Enclosed please find two original Articles of Incorporation for the above-referenced corporation. We would appreciate you filing one original with your office and certifying the remaining original for forwarding to us.

In support of our request, we have enclosed our client's check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,


Renee Bernhard,
Legal Assistant to
Carlos J. Berrocal

Enclosures

**ARTICLES OF INCORPORATION
OF
LEEVITT, INC.**

FILED
MAR 12 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is LEEVITT, INC.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be April 7, 1995, and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in restaurant and food service activities, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall

EFFECTIVE DATE

4-7-95

be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 13290 St. Tropez Circle, Palm Beach Gardens, Florida 33410, and the name of its initial registered agent at that address is Vittorio Lanni. The principal place of business shall be at 1201 U.S. Highway One, Suite 38, North Palm Beach, Florida 33408.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation are two (2). The name(s) and address(es) of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, (is) are:

Name	Address
Vittorio Lanni	13290 St. Tropez Circle Palm Beach Gardens, FL 33410
Leeann Lanni	13290 St. Tropez Circle Palm Beach Gardens, FL 33410

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Name	Address
Vittorio Lanni	13290 St. Tropez Circle Palm Beach Gardens, FL 33410

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

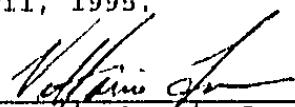
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 11 day of April, 1995.

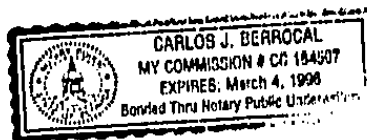

Vittorio Lanni, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 day of April, 1995, by Vittorio Lanni, who is personally known to me or has produced _____ as identification and did not take an oath.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted:

LEEVITT, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Vittorio Lanni

Address

13290 St. Tropez Circle
Palm Beach Gardens, FL 33410

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

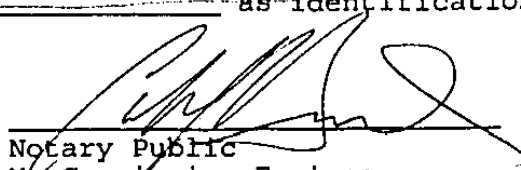
DATE: April 14th, 1995


Vittorio Lanni, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of April, 1995, by Vittorio Lanni, who is personally known to me or has produced _____ as identification and did not take an oath.


Notary Public
My Commission Expires:

