

Michael A. Shapiro
Law Offices

P9600006739

From
Irwin S. Gars
Of Counsel

January 17, 1996
Via United Parcel Service

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Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

RE: TUTTI'S CAFE OF MIAMI BEACH, INC.

To whom it may concern:

Enclosed please find original and one (1) copy of Articles of Incorporation for the above corporation.

Please forward the undersigned a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope which has been enclosed for your convenience.

Also enclosed is a check in the sum of One Hundred Twenty Two and 50/100ths Dollars (\$122.50) for the filing fee.

Thank you.

Sincerely yours,


Irwin S. Gars

Enclosure
c:\clients\tuttis\SECSTA.J17

1/23/96


Michael A. Shapiro

Law Offices

January 5, 1996

Irwin S. Gars
Of Counsel
TALLAHASSEE, FLORIDA
JAN 9 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Incorporation of Tutti's Cafe of Miami Beach, Inc.

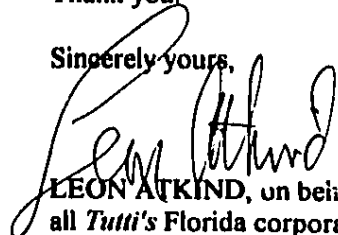
Dear Sir or Madam:

The undersigned, as an officer and/or director of Tutti's, Inc., Tutti's Too, Inc., Tutti's of Biscayne Boulevard, Inc. and Tutti's Cafe of Coral Gables, Inc., does hereby authorize the use of the name *Tutti's* for the incorporation of Tutti's Cafe of Miami Beach, Inc.

If you have any questions with reference to this matter, please call our attorney, Irwin S. Gars, at the above number.

Thank you.

Sincerely yours,


LEON ATKIND, on behalf of
all Tutti's Florida corporations

dg: ..\clients\tuttis\NAMEAUTH.105

**ARTICLES OF INCORPORATION
OF
TUTTI'S CAFE OF MIAMI BEACH, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is *Tutti's Cafe of Miami Beach, Inc.*

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to the laws of the State of Florida.

FILED
96 JAN 12 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Irwin S. Gars
2665 South Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as Director(s) until the next election are as follows:

Leon Atkind	2200 South Ocean Lane, Unit 2110, Fort Lauderdale, FL 33316
Irwin S. Gars	2665 S. Bayshore Drive, Suite M-103, Coconut Grove, FL 33133
Kenneth Klein	3530 Mystic Pointe Drive, Unit 2012, Aventura, FL 33180
Michael Hewitt	2665 S. Bayshore Drive, Suite M-103, Coconut Grove, FL 33133
Gloria Hewitt	2665 S. Bayshore Drive, Suite M-103, Coconut Grove, FL 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary/Treasurer, and such other offices as the Board of Directors may from time to time determine as appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII - OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

Michael Hewitt	President
Ken Klein	Secretary
Leon Atkind	Treasurer

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 635 Collins Avenue, Miami Beach, Dade County, Florida.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Irwin S. Gars, 2665 S. Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of January, 1996.



IRWIN S. GARS, SUBSCRIBER

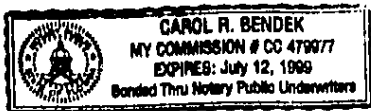
STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of January, 1996.





NOTARY PUBLIC, STATE OF FLORIDA
Commission Stamp, Seal or Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 1/17/96



Irwin S. Gars, as REGISTERED AGENT

P9.6000006739

Irwin B. Gars, Esquire
Grand Bay Plaza, Suite M-103
2665 South Bayshore Drive
Coconut Grove, Florida 33133

Office Use Only

FILED
95 DEC 20 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) ~~283382834802--3~~
-12/20/96--01034--012
*****70.00 *****35.00
3. _____ (Corporation Name) (Document #) _____
4. _____ (Corporation Name) (Document #) _____

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

o/d resig.

VS JAN - 3 1997

**RESIGNATION
AS AN
OFFICER AND DIRECTOR
of
TUTTI'S CAFE OF MIAMI BEACH, INC.**

FILED
96 DEC 20 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby tender his resignation as an officer (currently as Secretary) and as a director of Tutti's Cafe of Miami Beach, Inc., to take effect immediately.

Date: _____

8/6/96


KENNETH KLEIN