

P96000011375

TALIANOFF RUBIN & RUBIN

ATTORNEYS AT LAW

SUITE 800C • OFFICE IN THE GROVE

2099 SOUTH BAYSHORE DRIVE

MIAMI, FLORIDA 33133

MARK H. RUBIN
JEFF E. RUBIN

GEORGE J. TALIANOFF
OF COUNSEL

TELEPHONE
(305) 854-3370

FAX
(305) 854-8970

January 24, 1996

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Tony & Don
TD GIRASOLE, INC.

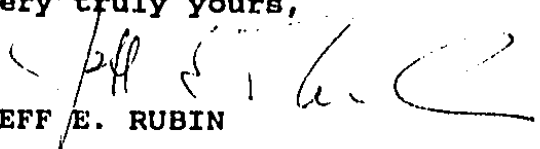
7000001700367
-01/29/96--01062--0112
****122.50 ****122.50

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$122.50.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy.

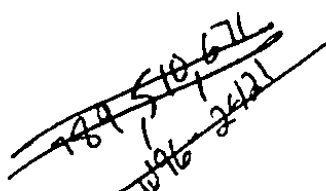
Very truly yours,

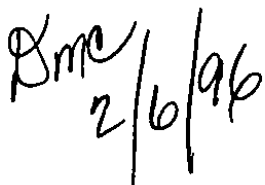

JEFF E. RUBIN

JER/ssk

Enclosures (stated)

FILED
96FEB-6 PM12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA







FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1996

JEFF E. RUBIN, ESQUIRE
2699 S BAYSHORE DR SUITE 600C
MIAMI, FL 33133

SUBJECT: IL GIRASOLE, INC.
Ref. Number: W96000002421

We have received your document for IL GIRASOLE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

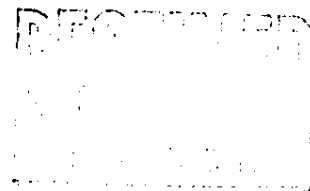
Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 396A00004353



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2000 SOUTH BAYSHORE DRIVE

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(305) 854-3320

FAX
(305) 854-8870

February 5, 1996

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Ms. McDuffy

Re: **Reference # W9600002421**
TONY & DON, INC.

Dear Ms. McDuffy:

Pursuant to our various telephone conversations of this date, enclosed please find original and one copy of Articles of Incorporation for a corporation in the referenced name which we have changed in accordance with your instructions.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy by Federal Express. I have enclosed the proper Federal Express air bill for your return to the undersigned.

I sincerely appreciate all of the assistance you and your office has provided me in this matter.

Sincerely yours,


JEFF E. RUBIN

JER/ssk

Enclosures (stated)

**ARTICLES OF INCORPORATION
FOR
TONY & DON, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

TONY & DON, INC.

The mailing address shall be:

**11220 Biscayne Boulevard
Miami, Florida 33181**

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

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

**11220 Biscayne Boulevard
Miami, FL 33181**

The name of the initial registered agent of this corporation is:

ANTONIO V. BRUNO

ARTICLE V.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

**ANTONIO V. BRUNO
11220 Biscayne Boulevard
Miami, Florida 33181**

**DONALD A. GILLETTE
11220 Biscayne Boulevard
Miami, Florida 33181**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

The names and addresses of the persons signing these Articles are:

Same as Above

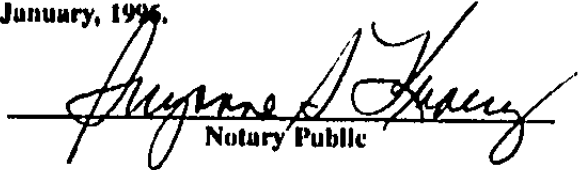
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of January, 1996.


ANTONIO V. BRUNO
INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ANTONIO V. BRUNO, who, (personally known to me) ~~as (who have produced~~ ~~an identification and~~ who did take an oath), the person described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 26th day of January, 1996.

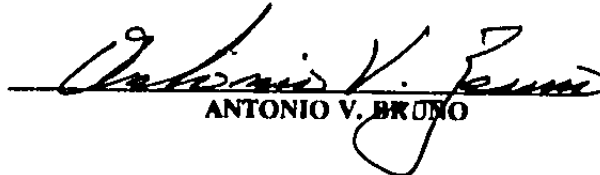

Notary Public

My Commission Expires:



Print: SUZANNE S. KRANZ
MY COMMISSION # CC 182066 EXPIRES
March 2, 1996
BONDED THROUGH TROY FAIN INSURANCE, INC.

I, ANTONIO V. BRUNO, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.


ANTONIO V. BRUNO

P96000011375

DONALD A. GILLETTE
1032 Irving Street, #143
San Francisco, CA 94122

June 6, 1996

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001883188
-07/03/96--01039--004
*****35.00 *****35.00

Re: TONY & DON, INC., d/b/a IL GIRASOLE
Corporate Document No.: P96-11375

Dear Sir or Madam:

This letter shall serve to advise you that I have resigned my position as an officer and director of Tony & Don, Inc., and I have returned my shares of stock in the corporation to Antonio V. Bruno, the other owner of the corporation. I do not want to be responsible for any matters regarding the corporation, as I am no longer involved. Please mark your records accordingly.

Thank you for your attention to this matter.

Very truly yours,

Donald A. Gillette
Donald A. Gillette

APPROVED
FILED
JUN 11 1996
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

W
P96000011375
7-2-96
O'DR

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Donald A. Gillette, hereby resign as Officer and Director
of TONY & DON, INC.,
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation. Effective June 1, 1996.

Donald A. Gillette
(Signature of resigning officer/director)

June 6, 1996

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314