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76000019818

ORDER NO. : 867025

REFERENCE : 867025 86310

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 4, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 867025

CUSTOMER NO: 86310

CUSTOMER: Ms. Leslie Browning
TREISER KORZY & VOLPE

Suite 330
4001 Tamiami Trail, North
Naples, FL 33940

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-03/04/96--01085--017
****122.50 ****122.50

DOMESTIC FILING

NAME: LIZZY'S OF GOLDEN GATE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXHIBIT 275-11111111

FILED
96 MAR -4 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR -4 AM 11:11
DIVISION OF CORPORATION

T. BROWN MAR - 5 1996

TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4900
Fax (941) 649-0823

March 1, 1996

Thomas A. Collins, II *
Kent A. Johanson **
Catherine E. Kidon
Kim Patrick Kobza †
Stanley J. Lieberfarb
William L. Rogers
Richard M. Treiser
Michael J. Volpe

Richard A. Shapack †
of Counsel

* Also admitted in Kentucky

** Also admitted in Iowa

† Also admitted in Michigan

† Enad Certified
Tax Attorney

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: Izzy's of Golden Gate, Inc.

Dear Reader:

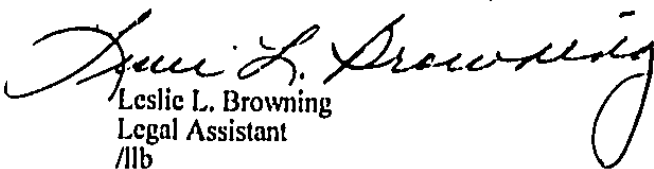
Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Izzy's of Golden Gate, Inc. together with our check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.


Leslie L. Browning
Legal Assistant
/llb

Enclosures

ARTFIL.FRM

**ARTICLES OF INCORPORATION
OF
IZZY'S OF GOLDEN GATE, INC.**

96 MAR -4 AM 7:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. Name:

The name of this Corporation is **IZZY'S OF GOLDEN GATE, INC.**

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Seven Thousand Five Hundred (7,500)
Shares

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is 1450 Airport Road North, Unit D, Naples, Florida 33942, and the name of its initial registered agent at such address is **BERNARD SMITH.**

6. Place of Business.

The principal of business of this Corporation shall be located at 1725 County Road 951, Naples, Florida 33999, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors.

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Directors of this Corporation are:

Bernard Smith
1450 Airport Road North
Unit D
Naples, Florida 33942

Earl Smith, Jr.
1450 Airport Road North
Unit D
Naples, Florida 33999

Ellen Smith
1450 Airport Road North
Unit D
Naples, Florida 33942

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Bernard Smith
President
1450 Airport Road North
Unit D
Naples, Florida 33942

Earl Smith, Jr.
Vice President/Treasurer
1450 Airport Road North
Unit D
Naples, Florida 33942

Ellen Smith
Secretary
1450 Airport Road North
Unit D
Naples, Florida 33942

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Bernard Smith, 1450 Airport Road North, Unit D, Naples, Florida 33942.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors.

If all the Directors severally or 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.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may

from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

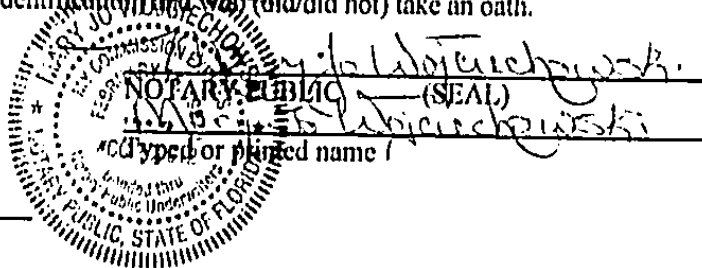
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of February, 1996.

Bernard Smith
BERNARD SMITH

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of February, 1996, by BERNARD SMITH, who is (personally known to me) or ~~has~~ produced (driver's license/picture identification) and ~~has~~ (did/did not) take an oath.



My Commission Expires: _____
My Commission Number is: _____

Articles of Incorporation
prepared by:

MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, CHARTERED
4001 Tamiami Trail North, Suite 330
Naples, Florida 33940
(941) 649-4900

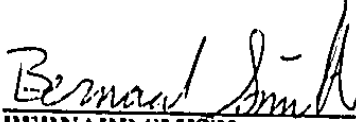
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **IZZY'S OF GOLDEN GATE, INC.**, desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 1725 County Road 951, Naples, County of Collier, State of Florida, and has named **BERNARD SMITH**, whose office address is 1450 North Airport Road, Unit D, Naples, Florida 33942, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BERNARD SMITH

FILED
96 MAR -4 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA