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KALISH & WARD

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6/26/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: KALISH & WARD, P.A.
PO BOX 71

TAMPA FL 33601-0071

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PHONE: (813) 222-8700

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LENNY & VINNY'S DOWNTOWN, INC.

FAX AUDIT NUMBER: H96000008897

CURRENT STATUS: REQUESTED

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FROM: Patty McElwain-Wood
(813) 222-8734

File No.: 11031.96-8881

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NOTICE OF REMOVAL

44:5 PM 92 JUN 96

CELESTIAL

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**ARTICLES OF INCORPORATION OF
LENNY & VINNY'S DOWNTOWN, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **LENNY & VINNY'S DOWNTOWN, INC.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

8403 Benjamin Road
Suite A
Tampa, Florida 33634

ARTICLE 3

CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

Prepared by: R. Reid Hancy, Esq.
Kallah & Ward, P.A.
101 E. Kennedy Blvd., Suite 4100
Tampa, Florida 33602
(813) 222-8700

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ARTICLES OF INCORPORATION OF
LENNY & VINNY'S DOWNTOWN, INC.H96000008897
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ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Paul Samson	8403 Benjamin Road Suite A Tampa, Florida 33634

Prepared by: R. Reid Haney, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Suite 4100
Tampa, Florida 33602
(813) 222-8700

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**ARTICLES OF INCORPORATION OF
LENNY & VINNY'S DOWNTOWN, INC.****H96000008897
PAGE 3****ARTICLE 7****INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
R. Reid Haney	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

ARTICLE 8**PURPOSES AND DURATION**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9**BY-LAWS**

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10**AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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LENNY & VINNY'S DOWNTOWN, INC.

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ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED June 26, 1996.


R. Reid Hiney

39526

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LENNY & VINNY'S DOWNTOWN, INC.**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, R. REID HANEY, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 26th day of June, 1996.


R. REID HANEY

59326

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101 HAYS STREET
TALLAHASSEE, FL 32307
904-222-0171
904-222-0393
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 195158 4346980
AUTHORIZATION :
COST LIMIT : \$ 87.50

ORDER DATE : December 19, 1996
ORDER TIME : 11:33 AM
ORDER NO. : 195158-005
CUSTOMER NO: 4346980

700002034027--2

CUSTOMER: Ms. Patty McElwain-Wood
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: LENNY & VINNY'S
DOWNTOWN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

NAme
Cherry 12/19/96
De

FILED
96 DEC 19 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 DEC 19 PM 12:23
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
LENNY & VINNY'S DOWNTOWN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LENNY & VINNY'S DOWNTOWN, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on June 26, 1996.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 1 of the Articles of Incorporation as of the date hereof, and substitute in its place the Article 1 set forth below. As amended below, Article 1 of the Articles of Incorporation has the sole effect of changing the Corporation's name from "LENNY & VINNY'S DOWNTOWN, INC." to "LENNY & VINNY'S FOURTH STREET, INC."

3. This amendment to the Articles of Incorporation was authorized by the sole Director of the Corporation pursuant to Section 607.1005, Florida Statutes, inasmuch as the Corporation has not yet issued shares.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the name of the Corporation shall be "LENNY & VINNY'S FOURTH STREET, INC." and Article 1 of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE 1

Name

The name of this corporation shall be:

LENNY & VINNY'S FOURTH STREET, INC.

IN WITNESS WHEREOF, LENNY & VINNY'S FOURTH STREET, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its sole Director this 18th day of December, 1996.

LENNY & VINNY'S FOURTH STREET, INC.

By: _____


Paul Samson, Sole Director