

P 960000 55221

FILED

Law Offices
MICHAEL J. FREEMAN, P.A.
153 Sevilla Avenue
Coral Gables, Florida 33134-6088

96 JUN 27 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to:
P.O. Box 140668
Coral Gables, Fl 33114

Tel: (305) 442-1567
Fax: (305) 442-1227

June 25, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

EXPRESS MAIL TB297194260US

Re: Incorporation of RICHARD 1 de BELINGY, INC.

500001878815
-06/28/96--01022--005
***122.50 ***122.50

Gentlemen:

Enclosed please find the following documents for filing for the above corporation.

1. Original and copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check 9612 in the amount of \$122.50 as payment for the following:

Filing Fee	\$ 35.00
Certificate of Designating Resident Agent	35.00
Certified Copy of Charter	52.50
	\$ 122.50

Enclosed for your convenience is a self-addressed, pre-paid express mail envelope to sent me a certified copy of the Articles of Incorporation, and the Certificate of Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Michael J. Freeman
MICHAEL J. FREEMAN

6/28/96

HJF/
enc:
2916

ARTICLES OF INCORPORATION

OF

RICHARD I de BELIGNY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Richard I de Beligny, Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is retail sale of wines and operation of a wine bar. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 153 Sevilla Avenue, Coral Gables, Florida 33134.

ARTICLE V

The mailing address of this corporation is:

153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE VI

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-

rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

**M.J.F. REGISTERED AGENT CORP.
183 Sevilla Avenue
Coral Gables, Florida 33134**

ARTICLE IX

The name and post office addresses of the directors of this corporation are as follows:

**Robert Nasson
2143 S. Bayshore Drive
Coconut Grove, FL 33134**

**Pierre-Yves Nasson
183 Sevilla Avenue
Coral Gables, FL 33134**

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal

and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XX

The name and address of the person signing these Articles is as follows:

Robert Masson
2143 S. Bayshore Drive
Coconut Grove, FL 33134


ARTICLE XXI

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XXII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Miami, Dade County, Florida, this 20th day of June, 1996.


ROBERT MASSON, Director
RICHARD I de BELIGNY, INC.

STATE OF FLORIDA)
COUNTY OF DADE)

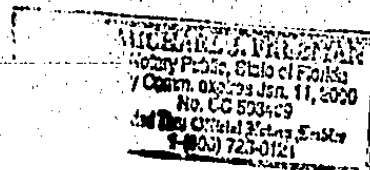
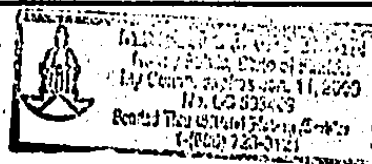
BEFORE ME personally appeared ROBERT MASSON with knowledge that he is the incorporator and director named in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 20th day of June, 1996.


Notary Public, State of Florida
at Large

Print Name: _____

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**

FILED

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

FOLLOWING IS SUBMITTED:

**FIRST - THAT RICHARD I de BELIGNY, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF
FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 153
SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

M.J.F. REGISTERED AGENT CORP.

By: Michael J. Freeman
MICHAEL J. FREEMAN

Date: 6/25/96

**HAVING BEEN NAMED TO ACCEPT SERVICE OR 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.**

M.J.F. REGISTERED AGENT CORP.

By: Michael J. Freeman
MICHAEL J. FREEMAN, President

Date: 6/25/96

P-9600005522

LAW OFFICES
Michael J. Freeman, P. A.
153 Sevilla Avenue
Coral Gables, Florida 33134

FILED
OCT -7 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Reply to: P.O. Box 140668
Coral Gables, FL 33114-0668

Tel. 305-442-1567
Fax 305-442-1227

October 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

300001968093
-10/08/96--01134--011
*****35.00 *****35.00

Re: Richard 1 de Beligny, Inc.
Document Number: P96000055221

Gentlemen:

Enclosed please find the original Resignation of Officer and/or Director Affidavit, of the above referenced corporation, signed by Robert Masson on October 2, 1996.

Enclosed also is my check #9729 in the amount of \$35.00 representing payment of the filing fee.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



MICHAEL J. FREEMAN

MJF:lc
enc:
2916-2RE

O/D Resig.

VS OCT 15 1996



FLORIDA DEPARTMENT OF STATE

George Firestone
Secretary of State

D.W. McKinnon, Director
Division of Corporations
904/488-9636

Mrs. Nellie Sims, Chief
Bureau of Corporate Records
904/488-9383

RESIGNATION OF OFFICER AND/OR DIRECTOR

A F F I D A V I T

STATE OF FLORIDA :

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared
ROBERT MASSON, who by me being first duly
sworn, says to the best of his knowledge, information and belief
and under penalties of perjury:

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95 OCT -7 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. That he has resigned as a Director and Officer

of RICHARD L de BELIGNY, INC.
(Name of Corporation)

a Florida corporation;

2. That the corporation has been notified in writing of the
resignation; and

3. That corporate minutes relating to the resignation are
unavailable.

FURTHER AFFIANT SAYETH NOT.

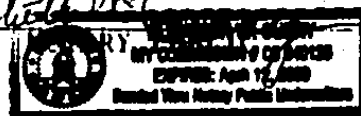
Robert Masson

AFFIANT - Robert Masson

Sworn to and subscribed before me this 2 day of October 1996.

Elizabeth J. [Signature]

My Commission Expires:



FILING FEE IS \$3.00