

CORPORATE

0960000060418

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

CIS Acct. #

4303929

CIS Order #

024904

200001888812

OFFICE USE ONLY

Tatucia Pujol

AUTHORIZATION #072100000032

\$100.00

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS

APR 19 AM 10:00

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

1. L.P.I. of South Florida G.P., Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

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 checked="" 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

Return to Donna Kendrick

7/19/96
Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 AM 10:00

**ARTICLES OF INCORPORATION
OF**

LRI OF SOUTH FLORIDA GP, INC.

ARTICLE I

The name of the corporation is LRI OF SOUTH FLORIDA GP, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 8054 Fisher Island Drive, Miami, Florida 33149.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 80 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's

director until successors are duly elected and qualified is:

Jean Jacques Murray
884 Fisher Island Drive
Miami, Florida 33109

FILED
SEC. TARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 AM 10:00

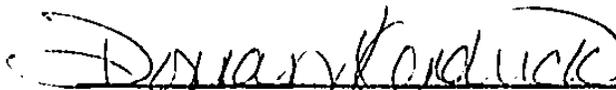
ARTICLE VII

The name of the Incorporator is Denna Kendrick and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18 day of July, 1986.

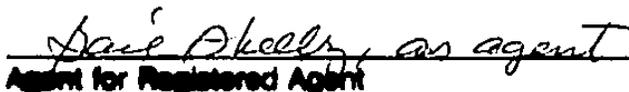


Denna Kendrick - Incorporator

ASSIGNMENT OF ASSIGNMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LRI OF SOUTH FLORIDA GP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §887.0885.

Corporation Service Company


Agent for Registered Agent

Gail Shelby, as agent
Dated: July 18, 1986

P. 96000060448



ACCOUNT NO. : 072100000032

REFERENCE : 210643 4303929

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : January 6, 1997

ORDER TIME : 8:48 AM

200002046582--7

ORDER NO. : 210643-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: LRI OF SOUTH FLORIDA GP, 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: Kathy Drake

EXAMINER'S INITIALS:

AMEND
P.B.
1/4

FILED
97 JAN -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -6 AM 9:51
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LRI OF SOUTH FLORIDA GP, INC.**

FILED
97 JAN -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is LRI OF SOUTH FLORIDA GP, INC. (the "Corporation"), Charter #P96000060448, filed on July 18, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on December 32, 1996 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Richard J. Giusto, 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Articles of Amendment to Articles of Incorporation of LRI OF SOUTH FLORIDA GP, INC. this 30 day of December, 1996.

LRI OF SOUTH FLORIDA GP, INC.,
a Florida corporation



Jean-Jacques Murray, President



P96000060448

ACCOUNT NO. : 072100000032

REFERENCE : 407970 4303929

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 87.50

ORDER DATE : May 29, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 407970-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

200002194252--7

DOMESTIC FILINGS

NAME: LRI OF SOUTH FLORIDA GP, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*5/29 Joz
Vol.
Diss.
C.C.*

FILED
97 MAY 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAY 29 AM 10:41
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
OF
LRI OF SOUTH FLORIDA GP, INC.

FILED
97 MAY 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

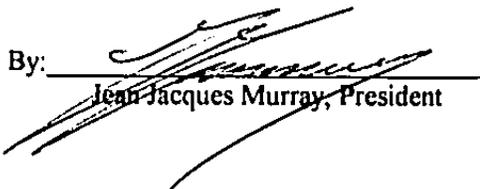
Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, **LRI OF SOUTH FLORIDA GP, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

The name of the Corporation filing these Articles of Dissolution is **LRI OF SOUTH FLORIDA GP, INC.**, Document #P96000060448.

The Corporation elected to dissolve by unanimous written consent of its Sole Shareholder, the number of votes cast for dissolution being sufficient for approval, and by its Sole Director as of May 16, 1997.

IN WITNESS WHEREOF, the undersigned being the President of **LRI OF SOUTH FLORIDA GP, INC.**, has executed these Articles of Dissolution on behalf of the Corporation as of the 16 day of May, 1997.

LRI OF SOUTH FLORIDA GP, INC.,
a Florida corporation

By: 
Jean Jacques Murray, President

**UNANIMOUS WRITTEN CONSENT
BY
THE SOLE SHAREHOLDER
AND
THE SOLE DIRECTOR
OF
LRI OF SOUTH FLORIDA GP, INC.

IN LIEU OF SPECIAL MEETING**

The undersigned, being the Sole Shareholder and the Sole Director of **LRI OF SOUTH FLORIDA GP, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action effective as of the 16 day of May, 1997:

RESOLVED, that the Sole Shareholder and the Sole Director of the Corporation hereby consent to the dissolution and liquidation of the Corporation in accordance with §331 of the Internal Revenue Code of 1986, as amended; and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and the President of the Corporation is authorized and directed to cause to be filed with the Florida Department of State the said Articles of Dissolution; and

RESOLVED, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Sole Shareholder in accordance with his respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the President of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the President of the Corporation in connection with any and all of the matters discussed in the

foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

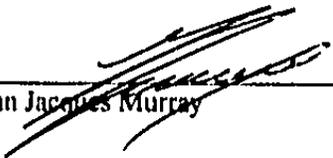
IN WITNESS WHEREOF, the undersigned Sole Shareholder and Sole Director have executed the foregoing unanimous written consent for the purposes of giving consent thereto.

SOLE SHAREHOLDER:



Jean Jacques Murray

SOLE DIRECTOR:



Jean Jacques Murray