

P96000069203

TRANSMITTAL LETTER

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

SUBJECT: IN' N OUT INC.
(Proposed corporate name)

500001925603
-08/19/96--01046--009
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the
Articles of Incorporation for the above corporation and a
check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

AUG 20 1996

BSB

EFFECTIVE DATE
8-15-96

FILED
96 AUG 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of Articles is needed only when
certified copy is requested.

**ARTICLES OF INCORPORATION
OF
IN' N OUT INC.**

FILED
96 AUG 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
8-15-96

The name of this Corporation is IN' N OUT INC.
initial address: 5728 Major Blvd Suite 208, Orlando, Florida 32819.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on August 15, 1996.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares
of Ten (\$10.00) Dollar par value common stock, which shall be
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and
office of this Corporation is Lenise De Carvalho,
5728 Major Blvd. Suite 208, Orlando, Florida 32819.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lenise De Carvalho	5728 Major Blvd. Suite 208 Orlando,, Florida 32819
Jose Rudis Rabinovitch	5728 Major Blvd. Suite 208 Orlando, Florida 32819
Patricia Cicarelli Rudis Rabinovitch	5728 Major Blvd. Suite 208 Orlando, Florida 32819

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

price at which it is offered to others.

ARTICLE X - INCORPORATOR

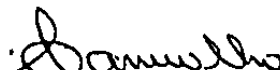
The name and address of the person signing these Articles is

Lenise De Carvalho, 5728 Major Blvd. Suite 208, Orlando, Florida
32819.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of August, 1996.




Lenise De Carvalho, Secretary

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 15th DAY OF August, 1996.

By 

Lenise De Carvalho, Registered Agent

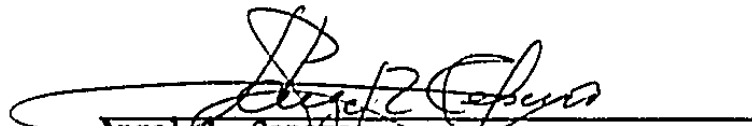
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Lenise De Carvalho, known to me and known by me to be the person who, as Incorporator of IN' N OUT INC., and she acknowledged before me that she executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Lenise De Carvalho, known to me and known by me to be the person who, as Registered Agent of IN' N OUT INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th, day of August, 1996.


Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:

