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LAW OFFICES
RYAN & RYAN, P.A.
SUITE 200
200 EAST DANIA BEACH BOULEVARD
DANIA, FLORIDA 33004-3990

RECEIVED
SEP 11 1996

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

September 12, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Incorporation of Gullo & Gullo Investments, Inc.
Our File Number 15442D

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation and the Certificate Designating Resident Agent for the above-stated corporation. Please file the Articles of Incorporation and return a certified copy of the Articles and Certificate Designating Resident Agent to the undersigned attorney.

Also enclosed is my Trust Account check payable to your order in the sum of \$122.50, representing the following fees:

Profit corporation filing fee	\$ 35.00
Registered agent designation	35.00
Certified copy	<u>52.50</u>
Total	\$ 122.50

Please file the Articles immediately upon receipt and return a certified copy to me.

Very truly yours,

TIMOTHY M. RYAN

TMR/rl
Encl.

D. BROWN SEP 18 1996

ARTICLES OF INCORPORATION
OF
GULLO & GULLO INVESTMENTS, INC.

FILED
CLERK OF DISTRICT COURT
23 SEP 1966

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be GULLO & GULLO INVESTMENTS, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the purchase, sale and operation of real estate investments and business operations including but not limited to restaurants and lounges, and do any

and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 707 Diplomat Parkway, Hallandale, Florida 33009, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are JAMES R. GULLO, SR., 707 Diplomat Parkway,

Hallandale, Florida 33009.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be three (3) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

JAMES R. GULLO, SR.
707 Diplomat Parkway
Hallandale, Florida 33009

MARIE A. GULLO
707 Diplomat Parkway
Hallandale, Florida 33009

JAMES R. GULLO, JR.
707 Diplomat Parkway
Hallandale, Florida 33009

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

JAMES R. GULLO, SR.
707 Diplomat Parkway
Hallandale, Florida 33009

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

SUBCHAPTER "S" DESIGNATION

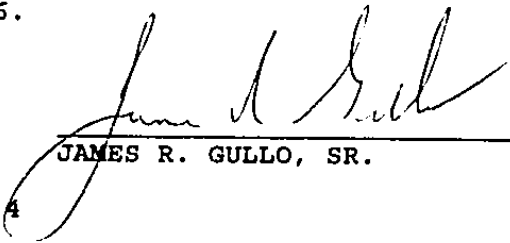
This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

ARTICLE XII

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 12th day of September, 1996.

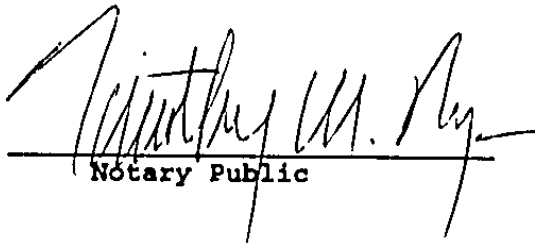


JAMES R. GULLO, SR.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, JAMES R. GULLO, SR., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania, Broward County, Florida, this 12th day of September, 1996.



Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service Process Within This State, Naming Agency Upon Whom Process
May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091,
Florida Statutes.

GULLO & GULLO INVESTMENTS, INC.

a corporation organized (or organizing) under the laws of the State
of Florida, with its principal office at 707 Diplomat Parkway, in
the City of Hallandale, County of Broward, State of Florida, has
named JAMES R. GULLO, SR., located at 707 Diplomat Parkway, in the
City of Hallandale, County of Broward, State of Florida, as its
agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
MARIE A. GULLO	President	707 Diplomat Parkway Hallandale, Florida 33009
JAMES R. GULLO, JR.	Vice President	707 Diplomat Parkway Hallandale, Florida 33009
JAMES R. GULLO, SR.	Secretary/ Treasurer	707 Diplomat Parkway Hallandale, Florida 33009

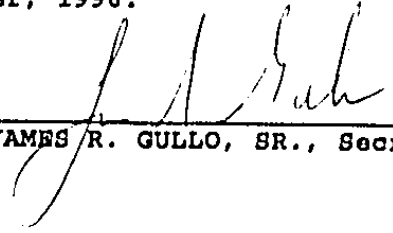
DIRECTORS:

MARIE A. GULLO	707 Diplomat Parkway Hallandale, Florida 33009
JAMES R. GULLO, JR.	707 Diplomat Parkway Hallandale, Florida 33009

JAMES R. GULLO, SR.

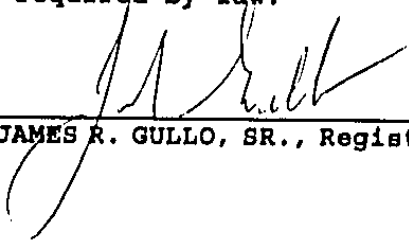
707 Diplomat Parkway
Hallandale, Florida 33009

Dated this 12th day of September, 1996.


JAMES R. GULLO, SR., Secretary

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JAMES R. GULLO, SR., Registered Agent

FILED
SECRETARY OF STATE
CORPORATION DIVISION
96 SEP 16 11:10:23