

P96000100580

RODGER J. BAKERMAN, P.A.

ATTORNEY AT LAW

RODGER J. BAKERMAN

November 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

AREA CODE 305
DADE 651-3113
DADE 652-0911
DROWARD 920-4411

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-11/26/96--01082--002
*****70.00 *****70.00

RE: Filing Articles of Incorporation

Gentlemen:

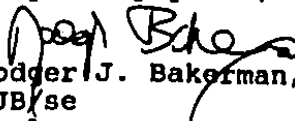
Attached are Articles of Incorporation which need to be filed.

Enclosed please find my trust account check number 1256 in the sum of \$70.00 for the filing of the above mentioned documents. I am also enclosing a self-addressed, stamped envelope for return of same for your convenience.

If there are any problems with the enclosed documents, please contact me.

Thank you very much for your attention to this matter.

Very truly yours,


Rodger J. Bakerman, Esq.
RJB/se
enclosure
f:clients\bakerman\r&p.ltr

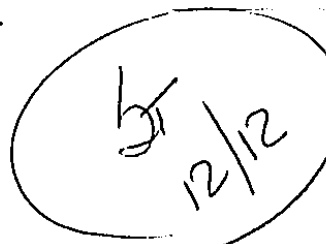
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NR SAME

W76 - 25/88

12/6/96



12/12

RODGER J. BAKERMAN, P.A.

ATTORNEY AT LAW

HODGER J. BAKERMAN

AREA CODE 305
DADE 851-3113
DADE 852-0911
BROWARD 920-4411

December 5, 1996

Florida Department of State
Division of Corporations
Terri Buckley
Corporate Specialist
P.O. Box 6327
Tallahassee, Florida 32314

RE: RITA & PETER, INC.
Reference Number: W96000025188

Dear Terri,

Pursuant to the letter that I received from you dated December 3, 1996 please find the corrected articles of incorporation which I am returning to you to be filed.

Thank you for your immediate attention to this matter.

Very truly yours,



Rodger J. Bakerman, Esq.

signed in his absence

to avoid delay

RJB/se

enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

RODGER J. BAKERMAN PA
170 NW 204TH ST
MIAMI, FL 33169

SUBJECT: RITA & PETER, INC.
Ref. Number: W96000025188

We have received your document for RITA & PETER, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00054116

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation is: RITA & PETER, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

1. To do any business that is legal to corporations in the State of Florida including a grant of all rights and powers to accomplish same.
2. In addition to Paragraph 1 hereinabove, but not by way of limitation but by way of additional explanation and clarification the corporation shall have the power to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To purchase, take, receive, subscribe, for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and sue and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state territory, governmental district, or municipality or of any instrumentality thereof.
5. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of all or any of its property, franchises, and income.
6. To conduct its business, carry on its operations, and have

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officers and exercise the powers granted by this act within this state.

7. To have and exercise all powers necessary or convenient to effect its purposes, which are allowed or permitted under the Statutes of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

PRE-EMPTIVE RIGHTS

The initial shareholders shall have pre-emptive rights to all issues of stock except as otherwise unanimously agreed among them.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

The post office address of the principal office of this corporation shall be 1471 S.W. 159th Avenue, Pembroke Pines, Florida 33027, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the principal office of this corporation shall be 1471 S.W. 159th Avenue, Pembroke Pines, Florida 33027, or such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Rodger J. Bakerman, Esq., whose business office is located at 170 N.W. 204th Street, Miami, Florida 33169.

ARTICLE VIII

This corporation shall not have less than two (2) directors

initially. The number of directors may increase or diminish from time to time as prescribed in the By-Laws adopted by the shareholders.

ARTICLE IX

The name and post office address of the member of the first Board of Directors is:

NAME	ADDRESS
RITA LEWISON-SINGER	1471 S.W. 159th Avenue Pembroke Pines, Florida 33027
PETER GULLO	15631 S.W. 16th Court Pembroke Pines, Florida 33027

ARTICLE X

The name and post office address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
RITA LEWISON-SINGER	Same as above
PETER GULLO	Same as above

ARTICLE XI

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation, or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or transaction, or in any way connected with any person, firm, association, corporation, or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE XII

Any action by the directors of the corporation, which is in

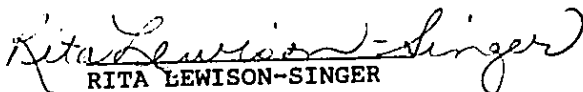
their power, taken at a meeting of such directors shall be valid for any intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law of the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting in writing and providing a majority of the directors shall have approved and approve the action taken at such meeting.

Any action by the shareholders of this corporation, which is within their powers, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all shareholders as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Any action by the Board of Directors may be taken without a meeting of their Directors provided that consent, in writing, setting forth the action to be taken is signed by all of the Directors and filed in the minute book of the Board of Directors.
Any action so taken shall be valid for all intents and purposes.

ARTICLE XIII

Any action taken by the Board of Directors shall require the unanimous agreement of the Board of Directors. Any action taken by the Stockholders, including but not limited to the amendment of these amendment of these Articles and the adoption of the By-Laws, shall require the unanimous agreement of the initial incorporator of these Articles.


RITA LEWISON-SINGER

 (SEAL)
PETER GULLO

STATE OF FLORIDA

SS:

COUNTY OF DADE

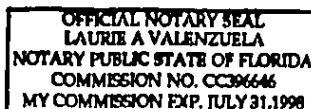
BEFORE ME, the undersigned authority, this day personally

appeared RITA LEWISON-SINGER & PETER GULLO, to me well known to be
the identical person who executed the attached Articles of
Incorporation of RITA & PETER, INC., and they acknowledged before me
that they signed and executed the same for the purposes therein set
forth and who are personally known to me or provided proof of
identification of Drivers License,
and Drivers License, respectively, and who did
take an oath.

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

Laurie A. Valenzuela
NOTARY PUBLIC-State of
Florida at Large

My Commission Expires:



REGISTERED AGENT

HAVING BEEN NAMED to serve as Registered Agent for RITA &
PETER, INC., at 170 N.W. 204th Street, Miami, Florida 33169

I HEREBY AGREE to act in this capacity, and agree to comply
with the provisions of the Florida Statutes relative to keeping
said office open.

Rodger J. Bakerman
Rodger J. Bakerman, Esq.