

P97000008756



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 237134 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 27, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 237134-005

CUSTOMER NO: 80690A

CUSTOMER: Robert G. Breier, Esq
BREIER AND SEIF, P.A.

Gables Tower One, Suite 830
1320 South Dixie Highway
Coral Gables, FL 33146-2986

700002053077--5

01/27/97-01020-016
****122.50 ****122.50

FILED
97 JAN 27 PM 11:31
TALLAHASSEE, FLORIDA
SEC. OF STATE

DOMESTIC FILING

STILETTOS ITALIAN RESTAURANT, INC.

NAME: ~~STILETTOS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joy L. Green

EXAMINER'S INITIALS:

RECEIVED
96 JAN 27 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W97-1984
KR 1.28
1.29.97

LAW OFFICES
BREIER AND SEIF, P.A.

SUITE 830
1320 SOUTH DIXIE HIGHWAY
CORAL GABLES, FLORIDA 33146-2988
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ROBERT G. BREIER
EVAN D. SEIF
ALISON P. HERMAN
ADAM J. SILVERMAN
OF COUNSEL
DARYL B. CRAMER

WEST PALM BEACH OFFICE
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FL 33401-5012
TELEPHONE (407) 659-7005
FACSIMILE (407) 659-0701

January 24, 1997

Division of Corporations
409 E. Gaines Street
Old Jail
Tallahassee, Florida 32399

Dear Sir:

Enclosed herewith is the proposed Articles of Incorporation for Stiletto, Inc. together with a check in the amount of \$122.50 in payment of the requisite fee.

Upon approval, kindly return a certified copy of the said Charter to me, a photostatic copy of which is enclosed for said purpose.

Also attached is a Certificate filed in compliance with Section 48.091 of the Florida Statutes.

Thank you for your early attention to the foregoing.

Very truly yours,



ROBERT G. BREIER

RGB:mr
Enclosures
Check \$122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: STILETTOS, INC.
Ref. Number: W97000001984

RESUBMIT
Please give original
submission date as file date.

FILED
97 JAN 27 PM 1:31
SECRET
TALLAHASSEE, FLORIDA

We have received your document for STILETTOS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00004216

RECEIVED
97 JAN 29 AM 10:52
DIVISION OF CORPORATIONS

97 JAN 27 PM 1:31
FILED
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STILETIOS ITALIAN RESTAURANT, INC.

ARTICLE I - NAME

The name of this corporation is:

. STILETIOS ITALIAN RESTAURANT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in all aspects of the construction and operation of
restaurants, bars, lounges, and other retail establishments.

(b) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds,

securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws 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 **1,000** shares of common stock having a nominal or par value of **\$1.00** per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1320 South Dixie Highway, Suite 830, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at that address is ROBERT G. BREIER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

MARIO CYTRYNBAUM

1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

JEANNE RYDER

1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

ROBERT G. BREIER

1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE XI - INDEMNIFICATION

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 subscriber has executed these Articles of Incorporation this 27th day of January, 1997.



ROBERT G. BREIER, Subscriber

STATE OF FLORIDA)
)
COUNTY OF DADE)

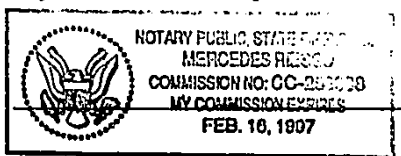
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, ROBERT G. BREIER, known to me

and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of January, 1997.

Mercedes Riesgo
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Printed Name

Of Notary: MERCEDES RIESGO

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: [Signature]

K:\CLIENTS.C\CYTRYNBA.MAR\AGREEMENTS\ART-INC.FRM

**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, the following is submitted,
in compliance with said Act:

FIRST - STILETTOS ITALIAN RESTAURANT, INC. qualified to do business under the laws of the State of Florida with
its principal office at 1320 South Dixie Highway, Suite 830, County of Dade, State of Florida,
has appointed **ROBERT G. BREIER**, located at 1320 South Dixie Highway, Suite 830, City of
Coral Gables, County of Dade, State of Florida, as its agent to accept Service of Process within
this State.

ACKNOWLEDGMENT
(must be signed by Designated Agent)

Having been named to accept Service of Process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: _____

REGISTERED AGENT

FILED
97 JAN 27 PM 1:31
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TALLAHASSEE, FLORIDA