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P. 81

FACSIMILE COVER SHEET

DATE:

3/10/97

100002144201--6
-04/15/97--01104--016
***122.50 ***122.50

TO:

Loria Poole

COMPANY:

Fla. Sec. of State

TELEPHONE-FAX NUMBER:

1-906-487-6013

FROM:

Robert B. Smith, Esq.

REGARDING:

Sebastian's on the Beach, LLC.

NUMBER OF PAGES:

5

(INCLUDING THIS COVER PAGE)

COMMENTS OR SPECIAL INSTRUCTIONS:

Loria - Mary

Thank FRAS

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ALE

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (IF LONG DISTANCE, PLEASE CALL COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ADDRESS INDICATED BELOW VIA U.S. POSTAL SERVICE. THANK YOU.

4/10/97
TD



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1997

ROBERT B. SMITH, P.A.
109 EAST FLAGLER ST.
ALFRED I DUPONT BLDG. SUITE 700
MIAMI, FL 33131

SUBJECT: SEBASTIAN'S ON THE BEACH, INC.
Ref. Number: W97000005817

We have received your document for SEBASTIAN'S ON THE BEACH, INC.. However, the document has not been filed and is being returned for the following:

On March 10, you called our office and asked if I would file a fax copy of your Articles with the above corporate name, and that you were sending the original w/check FED-EX that same day. Well today is March 12, and still no Articles. Do you remember the first time we did this favor, it took you 3 weeks to finally send the ORIGINALS W/CHECK.. Therefore, I'm not letting this happen again. I told you over the phone this would happen if I didn't receive the ORIGINALS the next day. Name--- SEBASTIAN'S ON THE BEACH INC.----IS VOIDED. the COPIES of the certificate that were fax HAVE BEEN VOIDED. A copy of this letter is being sent to JANET AQUIRRE as well. Until this office received ORIGINALS Articles and a check this corporation DO NOT EXIST.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00012643



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

JANET AQUIRRE
7126 COLLINS AVE.
MIAMI, FL 33141

SUBJECT: SEBASTIAN'S ON THE BEACH, INC.
Ref. Number: W97000005817

We have received your document for SEBASTIAN'S ON THE BEACH, INC..
However, the document has not been filed and is being returned for the following:

There is a balance due of \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

***MUST HAVE THE ORIGINAL DOCUMENT, ORIGINAL CERTIFICATE HAVE
BEEN VOIDED.

If you have any questions concerning the filing of your document, please call
(904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00012947

ARTICLES OF INCORPORATION
OF
SEBASTIAN'S ON THE BEACH, INC.

The undersigned, acting as incorporator of Sebastian's on the Beach, Inc., under the Florida General Corporation Act and the Florida Business Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is SEBASTIAN'S ON THE BEACH, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 7126 Collins Avenue, Miami Beach, Florida 33141.

ARTICLE IV. DURATION

This corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation may engage in any activity oar business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the corporation is organized is as follows:

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the director, equivalent to or greater than the full par value of the shares..

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7126 Collins Avenue, Miami, Florida 33141, and the name of the corporation's initial registered agent at the address is Janet Aguirre.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one 91).

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FALL HAVEN, FLORIDA

The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Janet Aguirre President	7126 Collins Avenue Miami Beach, Florida 33141

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of director. The name and street address of the original shareholder is:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
Janet Aguirre	100 Class A	7126 Collins Avenue Miami Beach, Fl. 33141

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Janet Aguirre President	7126 Collins Avenue Miami Beach, Florida 33141

The incorporator of the corporation assigns to this corporation her rights under Chapter 607 of the Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of director any rights she may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the director and the shareholder, except that the board of director may not amend or repeal any bylaw adopted by the shareholder if the shareholder specifically provide that the bylaw is not subject to amendment or repeal by the director.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1997.

Robert B. Smith
JANET AGUIRRE
w/He
Power of
Atty

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3rd day of February, 1997 by Robert B. Smith, who is personally known to me to be the person who executed said document.

Disney D. Thompson
Notary Public, State of Florida

My commission expires:



DISNEY D THOMPSON
My Commission CC506023
Expires Oct. 26, 1999

Disney D. Thompson
Print name of notary public

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SOUTH Dade STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Sebastian's On the Beach, Inc. in the foregoing Articles of Incorporation, I, on behalf of Sebastian's On the Beach, Inc., a Florida corporation, hereby agrees to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent

Robert B. Aguirre
JANET AGUIRRE
with power of Attorney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA