

Division of Corporations

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Florida Department of State
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To: Division of Corporations
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9-23-98

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

RITA'S PLACE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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9-23-98

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ARTICLES OF INCORPORATION

OF

RITA'S PLACE, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is RITA'S PLACE, INC., and the corporation's initial mailing address is 3225 Aviation Avenue, Suite 300, Coconut Grove, Florida 33133.

ARTICLE II: DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

These Articles of Incorporation prepared by:

LEONARD A. SANDS, Esq.
SANDS & MOSKOWITZ, P.A.
3225 Aviation Avenue
Suite 300
Coconut Grove, Florida 33133
Telephone# (305) 285-1400

File No: 257283

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ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having a par value of One Dollar (\$ 1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3225 Aviation Avenue, Suite 300, Coconut Grove, Florida 33133, and the name of the initial Registered Agent of this corporation at that address is LEONARD A. SANDS, Esquire.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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 (1). The name and address of the initial director of this corporation is:

Leonard A. Sands

3225 Aviation Ave., Suite 300
Coconut Grove, Fla. 33133
Telephone# (305) 285-1500

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ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: **LEONARD A. SANDS**, 3225 Aviation Ave., Suite 300, Coconut Grove, Fla. 33133.

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which such shares are offered to others.

If at any time any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for the same, said stockholder or stockholders shall have the right to sell the stock so offered to whomever will purchase the stock for the same sum and price for which it was offered to the Board of Directors.

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ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 23rd day of September, 1998.

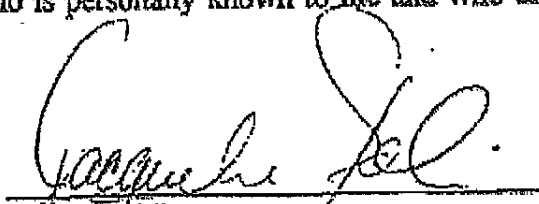

LEONARD A. SANDS

STATE OF FLORIDA :

SS :

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 23 day of September, 1998, by LEONARD A. SANDS, who is personally known to me and who did not take an oath.


Notary Public
State of Florida - At large



JACQUELINE POLI
MY COMMISSION # 00420675 EXPIRES
December 21, 1999
BORNED THROUGH TRUST INSURANCE, INC.

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ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT

I, **LEONARD A. SANDS**, Esquire, having been named as
REGISTERED AGENT to accept service of process for **RITA's PLACE, INC.**, at the
place designated above, hereby agrees to act in this capacity and further agrees to comply
with the provisions of all statutes relative to the proper and complete performance of my
duties.



LEONARD A. SANDS, Esquire
Registered Agent

DATE September 23rd, 1998

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