

P99000090790

LAW OFFICES

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

October 8, 1999

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

300003011453--9
-10/11/99-01097-002
*****75.00 *****75.00

Re: Incorporation of F.I.L.I.P. Corp.

To Whom It May Concern:

Please be advised that the undersigned represents the incorporators of F.I.L.I.P. Corp.

Pursuant to same, I am herewith enclosing an original and copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the sum of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,

[Signature]
STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
99 OCT 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 14 1999

ARTICLES OF INCORPORATION

OF

F.I.L.I.P. CORP.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the
State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

F.I.L.I.P. CORP.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of operating a
restaurant and bar facility, including but not limited to, the
preparation of food, and food products, in addition to any and
all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity
which may be authorized and permitted under and by virtue of the
laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock
in the following manner, to wit:
(100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those
conferred by the bylaws of the Corporation and the laws of the
State of Florida.

FILED
99 OCT 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

1423 Collins Avenue
Miami Beach, Florida 33139

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Filip Rady, and the Registered Office shall be located at:
/33139
1423 Collins Avenue, Miami Beach, Florida, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Filip Rady	President/Vc. President Secretary/Treasurer	1423 Collins Avenue Miami Beach, Fl. 33139

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Filip Rady	1423 Collins Avenue Miami Beach, Florida 33139

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Of Shares Subscribed</u>	<u>Amount of Shares</u>
Filip Rady	1423 Collins Avenue Miami Beach, Fl. 33139	100	\$170,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities,

including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS


That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of

the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Miami, Dade County, Florida, this 8th day of Oct, 1999

✓  _____ (SEAL)

_____ (SEAL)

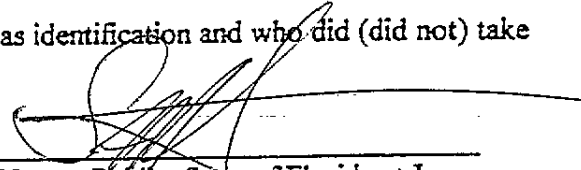
_____ (SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8 day of

October, 1999, by Filip Rack, who is personally known to
me or has produced as identification and who did (did not) take an oath;

by , who is personally known to me or who has
produced as identification and who did (did not) take
an oath; by , who is personally known to me or who
has produced as identification and who did (did not) take
an oath; by , who is personally known to me or who
has produced as identification and who did (did not) take
an oath.


Notary Public, State of Florida at Large

My Commission Expires:

Stephen N Rosenthal
My Commission CC728649
Expires March 28, 2002

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
and agree to serve as it Registered Agent, to accept service

of process within the State at its Registered Office located at


Registered Agent

FILED
99 OCT 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA