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200 HAWTHORNE
TALLAHASSEE, FL 32301
904-222-0393 FAX



ACCOUNT NO. # 072100000032
REFERENCE # 019306 1259140
AUTHORIZATION #
COST LIMIT # 4

ORDER DATE # January 25, 1996
ORDER TIME # 11:02 AM
ORDER NO. # 019306
CUSTOMER NO: 1259140

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-01/25/96--01069--016
*****70.00 *****70.00

CUSTOMER: Tracy A. Radford, Legal Asst
BLASLAND, BOUCK & LEE, INC.
6723 Towpath Road
Syracuse, NY 13214

DOMESTIC FILING

NAME: GIGI'S TAVERN, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

FILED
96 JAN 25 AM 9 15
RECEIVED
96 JAN 25 PM 12 21
DIVISION OF CORPORATION
STATE OF FLORIDA

SAB
1/26/96

**ARTICLES OF INCORPORATION
OF
GIGI'S TAVERN, INC.**

FILED
96 JAN 25 AM 9:15
CLERK OF THE STATE
PALM BEACH COUNTY, FLORIDA

Article 1. Name. The name of the Corporation is:

Gigi's Tavern, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address. The principal place of business of the Corporation is at 185 N.W. Spanish River Boulevard, Suite 110, in Boca Raton, Florida. The mailing address of the Corporation is 185 N.W. Spanish River Boulevard, Suite 110, Boca Raton, Florida 33431-4230, Attn: Warren V. Blasland, Jr.

Article 5. Initial Registered Office and Agent. The initial registered office of the Corporation is at 185 N.W. Spanish River Boulevard, Suite 110, Boca Raton, Florida 33431-4230. The name of the initial registered agent at that address is H. Larry Vozzo, Esq.

Article 6. Authorized Shares. The number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 7. Initial Board of Directors. The name and address of the sole initial director shall be:

Warren V. Blasland, Jr.
185 N.W. Spanish River Boulevard
Suite 110
Boca Raton, Florida 33431-4230

Article 8. Incorporator. The name and address of the sole Incorporator is:

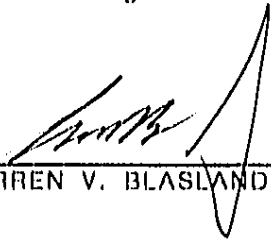
Warren V. Blasland, Jr.
185 N.W. Spanish River Boulevard
Suite 110
Boca Raton, Florida 33431-4230

Article 9. Commencement of Existence. The Corporation's existence shall commence as of the filing of these Articles of Incorporation.

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment to them, and any right conferred upon the Shareholders in subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of January, 1996.

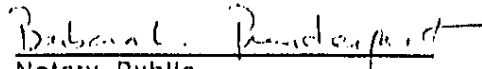


WARREN V. BLASLAND, JR.

STATE OF NEW YORK
COUNTY OF ONONDAGA

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by WARREN V. BLASLAND, JR., who is personally known to me or who has produced his identification.

BARBARA L. PRENDERGAST
Notary Public, State of New York
Qualified in Onondaga Co. No. 4965684
My Commission Expires 11-23-96

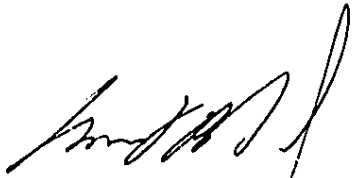


Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Blasland Racing Stables, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 24th day of January, 1996.



WARREN V. BLASLAND, JR.
Registered Agent

FILED
96 JAN 25 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000008168

STEVEN A. SCIARRETTA, P.A.
ATTORNEYS AT LAW

KAREN M. SCIARRETTA
STEVEN A. SCIARRETTA
CL.M. IN TAXATION

GLADYS TWIN PLAZA
2300 Glades Road, Suite 302B
Boca Raton, Florida 33431
TELEPHONE: (561) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (561) 368-8502

Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

August 4, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GIGI'S TAVERN INC.

Ladies\Gentlemen:

Please find enclosed a Statement of Change Of Registered Agent form along with the thirty-five (\$35.00) filing fee.

Should you require any additional information, please contact me.

Sincerely,

Karen M. Sciarretta
Karen M. Sciarretta
KMS\pd
enclosure

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-08/08/97--01085--004
*****35.00 *****35.00

FILED
97 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SW
8/18

R.A. change

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

FILED
97 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1a. The name of the corporation is: GIGI'S TAVERN, INC.

1b. The mailing address of the corporation is : 433 Plaza Real, Suite 275, Boca Raton, FL 33432

1c. Date of Incorporation: _____ Document number: P96000008168

2. The name and address of the current registered agent and office:
H. Larry Vozzo
185 N.W. Spanish River Blvd. Suite 110
Boca Raton, FL 33431-4230

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)
Steven Sciarretta, Esq.
2300 Glades Road Suite 302E
Boca Raton, FL 33431

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 8-4-97
(Signature of an officer, chairman or vice chairman of the board) (Date)

Karl Alterman, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature] 8-4-97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity.

STEVEN A SCIARRETTA Registered Agent
(Typed or Printed Name) (Capacity)