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LAW OFFICE OF
JONATHAN R. KAPLAN

777 SOUTH FLAGLER DRIVE
SUITE 800, WEST TOWER
WEST PALM BEACH, FLORIDA 33401

FILED

97 APR -8 AM 9: 20

JONATHAN R. KAPLAN
RICHARD D. TANNENBAUM
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (407) 838-9793
FACSIMILE: (407) 655-3677

April 7, 1997

Department of State
Division of Corporations
409 E. Gain Street
Tallahassee, Florida 32399

Re: 3129 S. Congress, Inc.

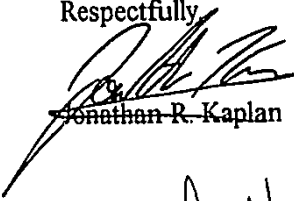
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****122.50 ****122.50

Dear Sir/Madame:

Enclosed herein please find a check in the amount of \$122.50 which represents payment for the Articles of Incorporation and a \$35.00 payment for the registered agent. Upon filing please mail via Fed Express a certified copy of the articles to the above listed address.

Thank you for your attention to this matter.

Respectfully


Jonathan R. Kaplan

Jonathan Kaplan
TRANSMISSION BY PHONE TO
CONFIDENTIAL #1187 OF ARTICLE III
OK

OK
4/8/97

ARTICLES OF INCORPORATION

OF

**3129 S. CONGRESS, INC.,
a Florida Corporation**

FILED

97 APR -8 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator to these Articles of Incorporation, hereby forms a corporation for profit pursuant to the provisions of the Florida Business Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is 3129 S. Congress, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a profit corporation organized under the Florida Business Corporation Act of the State of Florida engaged in the bar and nightclub business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office/agent of the Corporation is 777 South Flagler Drive, Suite 800, West Tower, West Palm Beach, Florida 33401; and the name of the initial registered agent of the Corporation at that address is Jonathan R. Kaplan.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 3129 S. Congress Ave, Palm Springs, Florida 33460.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director(s) of this Corporation is:

Claudio Carmona
3129 S. Congress Ave
Palm Springs, Florida 33460

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Claudio Carmona
3129 S. Congress Ave
Palm Springs, Florida 33460

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this ~~21~~²² day of March, 1997.



CLAUDIO CARMONA
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

97 APR -8 AM 9: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

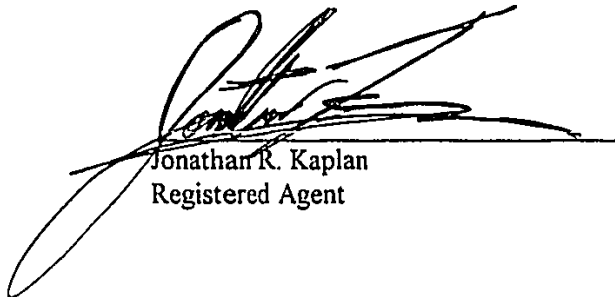
WITNESSETH:

That 3129 S. Congress, Inc., desiring to organize under the laws of the State of Florida, has named Jonathan R. Kaplan, located at 777 South Flagler Drive, Suite 800, West Tower, West Palm Beach, FL 33401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 21st day of March, 1997.



Jonathan R. Kaplan
Registered Agent