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PO0000116857

November 20, 2000

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: Articles of Incorporation - Rick's Café, Inc.

Dear Sir or Madam:

Enclosed, please find Articles of Incorporation for filing, along with the appropriate filing fee. Please return a date-stamped copy to this office. Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,

Andrew S. Forman, Esq.

enclosures

ASF/pvp

FILED
00 DEC 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SB
12/26

W-28209



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 29, 2000

ANDREW S FORMAN PA
3355 WEST BEARSS AVE
TAMPA, FL 33618

SUBJECT: RICK'S CAFE, INC.
Ref. Number: W00000028209

New York
We have received your document for RICK'S CAFE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 700A00060689

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ARTICLES OF INCORPORATION
OF
RICK'S NEW YORK CAFE, INC.

ARTICLE I. NAME

The name of this corporation shall be RICK'S NEW YORK CAFE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock at ten cent (\$.10) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

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TALLAHASSEE, FLORIDA

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Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Christopher Strauss, 8901 Sheldon West Drive, Tampa, FL 33626

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8901 Sheldon West Drive, Tampa, FL 33626.

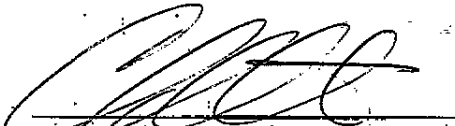
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Christopher Strauss.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Christopher Strauss, 8901 Sheldon West Drive, Tampa, FL 33626.


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Christopher Strauss, Incorporator

Date: 12/8/03

I hereby accept my designation as resident agent and agree to serve as the resident agent of RICK'S NEW YORK CAFE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for RICK'S NEW YORK CAFE, INC.


Christopher Strauss, Registered Agent

Date:

12/8/00

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00 DEC 22 AM 9:27

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TALLAHASSEE, FLORIDA