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FLORIDA PROFTT CORPORATION OR P.A.

D. White
the river, inc.

D. WHITE AUG 28 2002

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: THE RIVER, INC.
REF: W02000024990

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(4)

ARTICLES OF INCORPORATION

Of

THE RIVER OYSTER HOUSE
& WOOD GRILLE, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation is The River Oyster House & Wood Grille, Inc.

ARTICLE II

The period of its duration is perpetual

ARTICLE III

The date and time of the commencement of the corporate existence shall be the
date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the transaction of
any or all lawful business for which the corporation may be incorporated under the
Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is one
thousand (1,000) shares of capital stock, \$1.00 par value

ARTICLE VI

The number of director(s) constituting the initial Board of Directors of the corporation
are three (3) and the name and address of the persons who are to serve as director(s) until
the first annual meeting of shareholders or until the successors are elected and qualified
are:

PRESIDENT:	DAVID BRACHA
SECRETARY/TREAS.:	DAVID BRACHA

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ARTICLE VII

The Shares of Capital Stock of this Corporation shall be issued to the following person(s)

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
David Bracha	650 South Miami Avenue Miami, Florida 33130	1000

ARTICLE VIII

The name and address of the incorporator and the address of the principal office is:

David Bracha


650 South Miami Avenue
Miami, Florida 33130

ARTICLE IX

The name and the address of the initial registered agent is:

Kieran P. Fallon
436 SW 8th Street
Miami, Florida 33130

DATED: 8/28/02

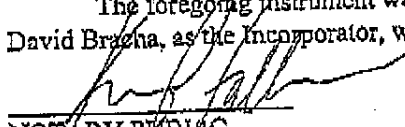

Incorporator

Kieran P. Fallon
Initial Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of August, 2002, by David Bracha, as the Incorporator, who is personally known to me and who did take an oath.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



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CERTIFICATE OF DESIGNATION - REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA


1. The name of the Corporation is:

The River Oyster House & Wood Grille, Inc.

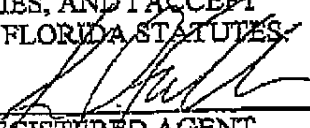
2. The name and address of the registered office is:

Kieran P. Fallon
436 SW 8th Street
Miami, Florida 33130

DATED: 8/28/02

SIGNATURE: 
TITLE: PRESIDENT
DATE: 8/28/02

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 607.325, FLORIDA STATUTES.

SIGNATURE: 
TITLE: REGISTERED AGENT
DATE: 8/28/02

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