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EFFECTIVE DATE

February 24, 1995

FILED
SECTION OF CORPORATIONS
DIVISION OF
95 FEB 27 3:10:25

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/28/95--01071--003
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Re: Russian Bear Cafe, Inc.
Our File No. 94-1057

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Russian Bear Cafe, Inc., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enclosures

WPWIN-22883

KAN 8-1

EFFECTIVE DATE
2-24-95

**ARTICLES OF INCORPORATION
OF
RUSSIAN BEAR CAFE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 27 AM 10:25

The undersigned, acting as incorporator of Russian Bear Cafe, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Russian Bear Cafe, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

4330 North Michigan Avenue
Miami Beach, Florida 33140

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on February 24, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

David Ser

4330 North Michigan Avenue
Miami Beach, Florida 33140

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Richard N. Krinzman

Holtzman, Krinzman, Equels, Sigars & Furia
2601 South Bayshore Drive
Suite 600
Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

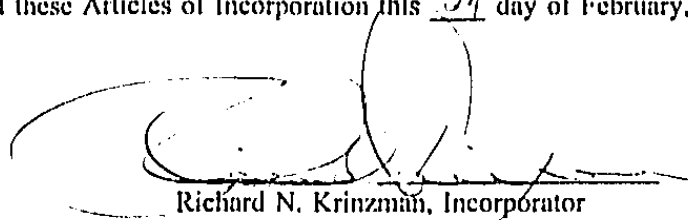
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24 day of February, 1995.



Richard N. Krinzman, Incorporator

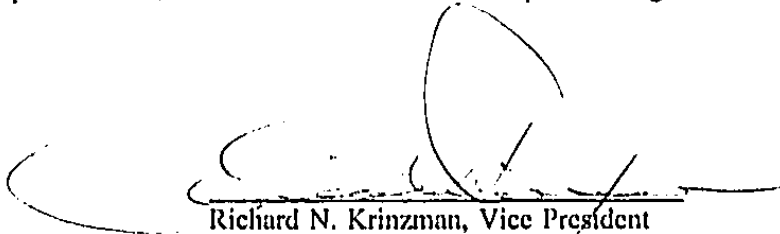
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Russian Bear Cafe, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Richard N. Krinzman, Vice President
HKES&F Registered Agent Corp.