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February 28, 1995.

Handwritten: P91500009102

Secretary of State
Division of Corporations
P. O. Box 3327
Tallahassee, Florida 32301

Re: Delray Dining and Entertainment Corp.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Notice of Acceptance regarding the above corporation, together with our check in the sum of \$122.50. Please return a filed copy in the enclosed, stamped, self-addressed envelope.

Very truly yours,

James E. Copeland

JEC\bdh
Enclosures

Vertical stamp: FILED
MAR - 6 1995
TALLAHASSEE, FLORIDA

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T. BROWN MAR - 9 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for said corporation.

1. The name of the corporation is **DELRAY DINING AND ENTERTAINMENT CORP.**
2. The period of duration is perpetual.
3. The purpose is to engage in any activities of business except banking permitted under the laws of the United States and the State of Florida.
4. The Corporation shall have the authority to issue one thousand shares, all of one class, one dollar (\$1.00) par value.
5. The address of its initial registered office is 5713 Corporate Way, Suite 200, West Palm Beach, Florida 33407, and the name of its initial registered agent is Anthony L. Graham.
6. The principal corporate address is 5713 Corporate Way, Suite 200, West Palm Beach, Florida 33407 and its mailing address is the same.
7. The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

NAME	ADDRESS
Anthony L. Graham	5713 Corporate Way Suite 200 West Palm Beach, FL 33407

8. The names and addresses of the incorporator is:

NAME	ADDRESS
Anthony L. Graham	5713 Corporate Way Suite 200 West Palm Beach, FL 33407

9. Commencement of Corporate Existence: The Corporation shall commence its existence on the date of incorporation.

DATED this 10th day of February, 1995.



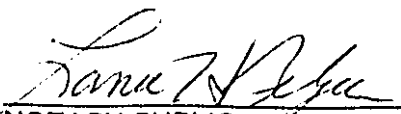
ANTHONY L. GRAHAM

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of February, 1995 by Anthony L. Graham who is personally known to me or who has produced _____ as identification and who did take an oath.





NOTARY PUBLIC
LANCE H. BELYEA

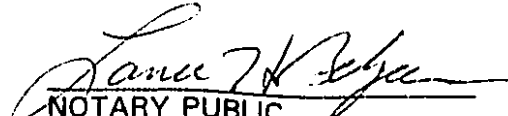
NOTICE OF ACCEPTANCE

The undersigned hereby accepts appointment as Registered Agent for **DELRAY
DINING AND ENTERTAINMENT CORP.**


ANTHONY L. GRAHAM

SWORN TO AND SUBSCRIBED before me this 10th day of February, 1995.




NOTARY PUBLIC
LANCE H. BELYEA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA