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SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLARKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
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WEST PALM BEACH, FLORIDA 33462-3535
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95 JUL 14 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 10, 1995

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The East Side Jazz Club & Bar, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for The East Side Jazz Club & Bar, Inc., together with a check in the amount of \$122.50. This check represents payment for the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

Jeanne Bauer

Jeanne Bauer
Certified Legal Assistant
Real Estate Specialist

Enclosures

cc: Arthur J. Menor, Esquire
Kathleen Crocker (w/encl.)

M. HENDRICKS JUL 18 1995

WESTPALM 73610.1 - TMC

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1000 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-3120-661-0968
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
11 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2991

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5RE ENGLAND
TELEPHONE 011-4471-493-4040
FACSIMILE 011-4471-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8841
FACSIMILE (305) 381-0982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8316

ARTICLES OF INCORPORATION
OF
THE EAST SIDE JAZZ CLUB & BAR, INC.

FILED
95 JUL 14 11 9 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is The East Side Jazz Club & Bar, Inc.

SECOND: The principal office or mailing address of the corporation is 131 S.E. Mizner Boulevard, Boca Raton, Florida 33432.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

Kathleen A. Crocker
131 SE Mizner Blvd.
Boca Raton, Florida 33432

Jean Paul Vezier
131 SE Mizner Blvd.
Boca Raton, Florida 33432

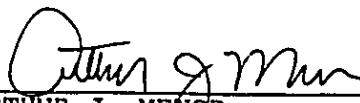
SIXTH: The name and street address of the incorporator is as follows:

Arthur J. Menor, Esquire
Shutts & Bowen
250 Australian Avenue South
Suite 500
West Palm Beach, Florida 33401

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

EIGHTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on July 10th, 1995, in the City of West Palm Beach, State of Florida.

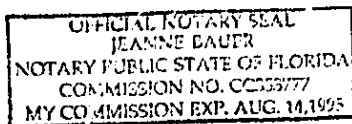


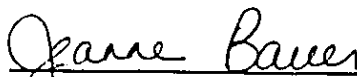
ARTHUR J. MENOR
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 1995, by Arthur J. Menor, who is personally known to me or who has produced _____ as identification.

OFFICIAL NOTARIAL SEAL:





Jeanne Bauer
(type, print, or stamp name)
Notary Public

My Commission Expires:

Commission No.: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes (1993), 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.

1. The name of the corporation is The East Side Jazz Club & Bar, Inc.
2. The name and address of the registered agent and office is:

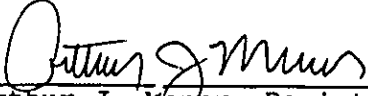
Arthur J. Menor, Esquire
Shutts & Bowen
250 Australian Avenue South
Suite 500
West Palm Beach, Florida 33401


Arthur J. Menor, Incorporated

Date: July 10, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT NOTICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THAT 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 (1993).


Arthur J. Menor, Registered Agent

Date: July 10, 1995