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Law Offices of
LANCE D. REICH

2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

Telephone: (305) 561-5511
Facsimile: (305) 561-3311

July 24, 1995

Secretary of the State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-07/26/95--01059--007
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed herewith the original and one copy of the Articles of Incorporation for Rahal Entertainment, Inc., the Acknowledgement of the Registered Agent, and a check for the Filing Fee of \$122.50.

Sincerely,

Lance D Reich
Lance D. Reich

EFFECTIVE DATE
7-24-95

JUL 28 1995 BSB

FILED
95 JUL 26 AM 9:30

EFFECTIVE DATE
7-24-95

ARTICLES OF INCORPORATION
OF
RAHAL ENTERTAINMENT, INC.

FILED
95 JUL 26 AM 9:30
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be RAHAL ENTERTAINMENT, INC.

ARTICLE II - PLACE OF BUSINESS

The principal place of business shall be situated at 4849 Coconut Creek Parkway, Coconut Creek, Florida 33063, and said corporation shall have the right and privilege of establishing, operating, and doing business in such other counties of the State of Florida and in such other states of the United States of America and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is as follows:

To operate establishments of entertainment, including restaurants and game-oriented establishments, with all necessary licenses, permits and in complete compliance with all applicable codes; and to engage in any activities or business permitted under the laws of the Unites States and Florida for a corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock. Corporate stock may be subscribed to, issued or reissued without limitation, in accordance with the applicable laws of the State of Florida. After issuance, stock of the corporation may be sold, assigned or otherwise transferred without limitation, in accordance with the applicable laws of the State of Florida.

No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting in another authority to exercise the voting power of any or all of their stock.

ARTICLE V - VOTING POWERS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE VII - INITIAL ADDRESS

The post office address of the corporation shall be 4849 Coconut Creek Parkway, Coconut Creek, Florida, 33063.

ARTICLE VIII - DIRECTORS

This corporation shall have two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than

one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the first members of the Board of Directors, who are of full age and citizens of the United States, and who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lance D. Reich	2455 East Sunrise Blvd. Suite 410 Ft. Lauderdale, FL 33304
William Rahal	4849 Coconut Creek Parkway Coconut Creek, FL 33063

ARTICLE X - INITIAL SUBSCRIBER

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Lance D. Reich 2455 East Sunrise Blvd. Suite 410 Ft. Lauderdale, FL 33304	50	\$1.00 par
William Rahal 4849 Coconut Creek Parkway Coconut Creek, FL 33063	50	\$1.00 par

ARTICLE XI - REGISTERED AGENT

The street address of the corporation's initial registered agent is 2455 East Sunrise Boulevard, Suite 410, Fort Lauderdale, Florida 33304, and the name of the corporation's initial registered agent at the above address is Lance D. Reich, Attorney at Law.

ARTICLE XII - SIGNATORY

The name and address of the person signing these Articles is:

Lance D. Reich
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304

ARTICLE XIII - SHARES OF STOCK

All of the stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as added by the Small Business Tax Revision Act of 1958.

ARTICLE XIV - AMENDMENT OF ARTICLES


Except as to Article IV herein, this corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation. This Article shall not be construed to limit the authority of the corporation to issue additional shares of stock provided that the issuance of said shares is pursuant to the laws of the State of Florida and pursuant to the terms of said Article IV herein.

The Subscriber hereto has affixed hereunto his hand and seal this 24th day of July, 1995.


Lance D. Reich

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for Rahal Entertainment, Inc. at the place designated in this certificate, I hereby accept the duty and responsibility to act in this capacity.


Lance D. Reich
2455 East Sunrise Blvd., Suite 410
Ft. Lauderdale, FL 33304

FILED
95 JUL 26 AM 9:31
TALLAHASSEE, FLORIDA