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ACCOUNT NO. : 072100000032

REFERENCE : 793594 9001A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 5, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 793594

CUSTOMER NO: 9001A

CUSTOMER: Ms. Lisa Johnson
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

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-01/05/96--01017--012
*****70.00 *****70.00

DOMESTIC FILING

NAME: BOB'S 42ND STREET PUB, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: T.BROWN JAN - 8 1996

FILED
96 JAN -5 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN -5 AM 10:08
DIVISION OF CORPORATION

MacLean and Ema

Frederick R. MacLean, P.A.
Anne B. MacLean
Christopher J. Ema
Laura G. MacLean
Adrian P. Thomas

of counsel
J. Alan Cox
Tallahassee, FL
Robert M. Arlen
Boynton Beach, FL

2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062
Telephone (305) 788-1900
Telefax (305) 942-9146

January 3, 1996

Bureau of Corporate Records
Room 2001, The Capital
Tallahassee, Florida 32314

Re: Bob's 42nd Street Pub, Inc.

Gentlemen:

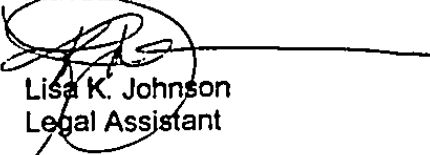
We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee and registered agent notice;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA



Lisa K. Johnson
Legal Assistant

LKJ/hs
enc/as noted

**ARTICLES OF INCORPORATION
OF
BOB'S 42ND STREET PUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be BOB'S 42ND STREET PUB, INC. The address of the principal office of this corporation shall be 5700 N.E. 2nd Terrace, Fort Lauderdale, Florida 33334.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of BOB'S 42ND STREET PUB, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which BOB'S 42ND STREET PUB, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of BOB'S 42ND STREET PUB, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which BOB'S 42ND STREET PUB, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of BOB'S 42ND STREET PUB, INC. is 5700 N.E. 2nd Terrace, Fort Lauderdale, Florida 33334 and the name of its initial Registered Agent at such address is Robert G. Hale.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of BOB'S 42ND STREET PUB, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of BOB'S 42ND STREET PUB, INC. is one (1). The name and address of the person who is to serve as the initial Board of Directors and as the initial Officers of BOB'S 42ND STREET PUB, INC. are as follows:

Robert G. Hale
5700 N.E. 2nd Terrace
Fort Lauderdale, Florida 33334

Director/President
Secretary/Treasurer

**ARTICLE VII
INCORPORATOR**

The Incorporator of BOB'S 42ND STREET PUB, INC. is Robert G. Hale, whose address is 5700 N.E. 2nd Terrace, Fort Lauderdale, Florida 33334.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of BOB'S 42ND STREET PUB, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of BOB'S 42ND STREET PUB, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of BOB'S 42ND STREET PUB, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of BOB'S 42ND STREET PUB, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of BOB'S 42ND STREET PUB, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of BOB'S 42ND STREET PUB, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of BOB'S 42ND STREET PUB, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in BOB'S 42ND STREET PUB, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of BOB'S 42ND STREET PUB, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of BOB'S 42ND STREET PUB, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in BOB'S 42ND STREET PUB, INC.

E. The right and power of BOB'S 42ND STREET PUB, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. BOB'S 42ND STREET PUB, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

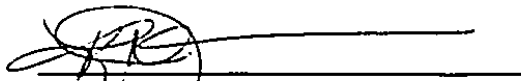
EXECUTED by the undersigned Incorporator on this 4th day of January, 1996.


ROBERT G. HALE

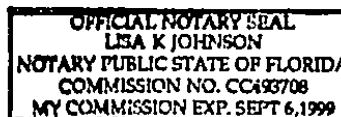
STATE OF FLORIDA)
)
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared ROBERT G. HALE, to me well known and known to me to be the Incorporator of BOB'S 42ND STREET PUB, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 4th day of January, 1996.


Notary Public

My Commission Expires:



I, ROBERT G. HALE, having been appointed Registered Agent of BOB'S
42ND STREET PUB, INC., do hereby agree to act in this capacity and to comply with the
provisions of all statutes relative to the proper and complete performance of my duties this
19th day of January, 1996.


ROBERT G. HALE

FILED
96 JAN -5 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA