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LAW OFFICES
JOHN H. THOMAS, P.A.

3037 N.W. FOURTH AVENUE
MIAMI, FLORIDA 33129
(305) 858-2122
FAX (305) 858-0948

18 January 1996

Florida Department of State
Division of Corporations
Attn: New Corporations
P.O. Box 6327
Tallahassee, FL 32314

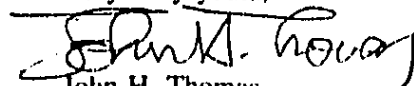
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*****70.00 *****70.00

Re: Tropical Hospitality Management, Inc .
Our File No. 1470T

Gentlemen and Ladies:

Please file a new corporation for the referenced company, articles of incorporation enclosed. Also enclosed is our check for \$70. (no certified copy required).
Thank you.

Very truly yours,


John H. Thomas,
for the firm

1470filg.lt1

FILED
96 JAN 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

G3 1/25/96

ARTICLES OF INCORPORATION
OF
TROPICAL HOSPITALITY MANAGEMENT, INC.

FILED
96 JAN 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

TROPICAL HOSPITALITY MANAGEMENT, INC .

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall perform restaurant, bar and vessel services and activities. The corporation may also engage in any other activity permitted under the laws of the State of Florida and under whatever jurisdiction where the activity is performed.

ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 1000 (One Thousand) shares having a par value of \$10.00 (Ten Dollars) per share. Shares shall be of one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of two persons:

Michael A. Dudik
3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

Kenneth J. Drodvillo
3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist
of two persons:

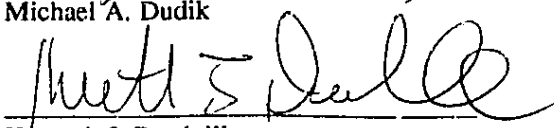
Michael A. Dudik
3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

Kenneth J. Drodvillo
3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

These Articles of Incorporation are hereby executed by the
undersigned incorporators on this 18th day of January, 1996.



Michael A. Dudik



Kenneth J. Drodvillo

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Michael A. Dudik and Kenneth J. Drodvillo, personally known to me, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Dade County, Florida, on this 18th day of January, 1996.


Notary Public, State of Florida



JOHN H. THOMAS
COMMISSION # CC 315305
EXPIRES SEP 14, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Name: John H. Thomas

**DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT**

Tropical Hospitality Management, Inc., being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Michael A. Dudik
3239 W. Trade Avenue, # 9
Coconut Grove, FL 33133

Signed at Miami, Dade County, Florida on this 18th day of January, 1996.

By: 

1470arts.inc