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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135
CONTACT: RAY STORMONT
PHONE: (305) 841-3894
FAX: (305) 841-3770

NAME: STADIUM SPORTS BAR, INC.
FAX AUDIT NUMBER: H90000007070
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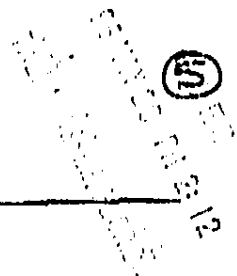
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ARTICLES OF INCORPORATION
OF
STADIUM SPORTS BAR, INC.



ARTICLE I - NAME

The name of this corporation is Stadium Sports Bar, Inc.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 3000 shares, all of one class, at \$1.00 per share value.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Stuart J. Edelman, Esquire
2222 Ponce de Leon Boulevard
Sixth Floor
Coral Gables, Florida 33134

The corporate address is:

5960 S.W. 85th Street
Miami, FL 33143

Prepared by Stuart J. Edelman, Esq.
2222 Ponce de Leon Blvd., Sixth Floor
Coral Gables, FL 33134
(305) 443-0890
FL Bar No: 104023

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

David Lange
825 S. Bayshore Drive
Suite 1847
Four Ambassadors - III
Miami, Florida 33131

Carlos Perez
825 S. Bayshore Drive
Suite 1847
Four Ambassadors - III
Miami, Florida 33131

Christopher Mullen
5960 S.W. 85 Street
Miami, Florida 33143

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Christopher Mullen
5960 S.W. 85 Street
Miami, Florida 33143

ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 1996.

Christopher L. Mullen
CHRISTOPHER MULLEN

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared,
CHRISTOPHER MULLEN, to me known to be the person who executed the
foregoing Articles of Incorporation, and has acknowledged to and
before me that he executed such instrument.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17th day
of May, 1996 by, and Christopher Mullen, who is personally known
to me or who has produced MASC-112-UC-045-D, an identification
and who did not take an oath.

Barbara Lorenzo
BARBARA LORENZO

OFFICIAL NOTARY SEAL
BARBARA LORENZO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC437506
MY COMMISSION EXPIRES 11/16/97

"NOTARY PUBLIC"

SERIAL NO. CC437506

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT STADIUM SPORTS BAR, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, FLORIDA, HEREBY NAMES STUART J. EDELMAN, ESQUIRE, LOCATED AT 2222 PONCE DE LEON BOULEVARD, SIXTH FLOOR, CORAL GABLES, FLORIDA 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: May 17, 1996


Stuart J. Edelman, Esq.
REGISTERED AGENT

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