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A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

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304 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
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PLEASE REPLY TO
VERO BEACH

VIA UPS DELIVERY SERVICE

September 4, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/05/96--01080--015
*****70.00 *****70.00

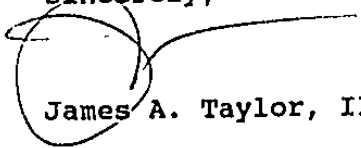
RE: **Bistro Metro of New York, Inc.**

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please file the enclosed instrument and return the acknowledgement to the undersigned as promptly as possible. This firm's check in the amount of \$70.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,


James A. Taylor, III

JAT:PAH
Encs. - check
22505

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MELBOURNE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BISTRO METRO OF NEW YORK, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

BISTRO METRO OF NEW YORK, INC.

The principal place of business of this corporation shall be 2900 Ocean Drive, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2900 Ocean Drive, Vero Beach, Florida 32963,

and the name of the initial registered agent of the corporation at that address is HACHIK GARABEDIAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation and until successors are elected or appointed, are as follows:

Hachik Garabedian - President, Director
2900 Ocean Drive
Vero Beach, Florida 32963

Nora Garabedian - Secretary-Treasurer, Director
2900 Ocean Drive
Vero Beach, Florida 32963.


ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o James A. Taylor, III
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of September, 1996.

CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 

JAMES A. TAYLOR, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

HACHIK GARABEDIAN, whose address is as follows: 2900 Ocean Drive, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



HACHIK GARABEDIAN

Date: September 4, 1996

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TALLAHASSEE, FLORIDA