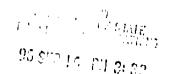
6 SEP 16 MIN 40 DIVISION OF COLUMNIATION REFERENCE: 086379 6475A AUTHORIZATION : COST LIMIT : \$ 70.00 ORDER DATE: September 16, 1996 ORDER TIME : 9:58 AM ORDER NO. : 086379 400001947704 CUSTOMER NO: 6475A CUSTOMER: Adele I. Stone, Esq ATKINSON DINER STONE & MANKUTA, P.A. P. O. Drawer 2088 Hollywood, FL 33022-2088 DOMESTIC FILING NAME: SOUTH BEACH BRASSERIE INC. EFFECTIVE DATE: XX __ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY _ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



BOUTH BEACH BRABBERIE INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is SOUTH BEACH BRASSERIE INC.

ARTICLE II

BUSINESS/MAILING ADDRESS

The business/mailing address of this corporation is:

910 Lincoln Road Miami Beach, Florida 33139

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33022-2088, and the name of the initial registered agent of this corporation at that address is Adele I. Stone, Esquire.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Raymond L. Schnitzer 910 Lincoln Road Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26 day of August, 1996.

Raymond E. Schnitzer

Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That SOUTH BEACH BRASSERIE INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 910 Lincoln Road, City of Miami Beach, State of Florida, has named ADELE I. STONE, ESQUIRE, located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Raymond L. Schnitzer

TITLE: Incorporator

DATE: 8/26/46

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.

SIGNATURE:

ADELE/I. STONE, ESQUIRE Registered Agent

njeg vezet ngen

DATE: