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LAW OFFICE OF
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JONATHAN R. KAPLAN
RICHARD D. TAMMENBAUM
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (407) 838-8783
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September 18, 1996

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-09/24/96-01099-01
*****70.00 *****70.00

Department of State
Division of Corporations
409 E. Gain Street
Tallahassee, Florida 32399

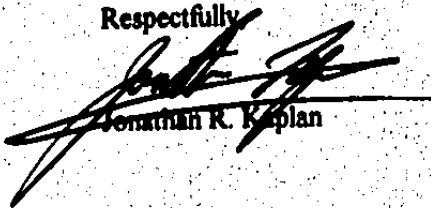
Re: L.D. SILVER, Inc.

Dear Sir/Madame:

Enclosed herein please find a check in the amount of \$70.00 which represents a \$35.00 payment for the Articles of Incorporation and a \$35.00 payment for the registered agent. Upon filing please mail a copy of the articles to the above listed address.

Thank you for your attention to this matter.

Respectfully,


Jonathan R. Kaplan

PH
9/25/96

ARTICLES OF INCORPORATION
OF
L.D. SILVER, Inc.
a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator to these Articles of Incorporation, hereby forms a professional corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is L.D. Silver, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the nightclub business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3174 Lake Worth Road, Lake Worth, Florida 33461; and the name of the initial registered agent of the Corporation at that address is Fernando W. Carmona.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 794 South Federal Highway, Stuart, Florida 34994.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Fernando Carmona, President
794 South Federal Highway
Stuart, Florida 34994

and

Arthur Scott, Vice-President
794 South Federal Highway
Stuart, Florida 34994

ARTICLE VII - INCORPORATOR

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

Fernando Carmona
794 South Federal Highway
Stuart, Florida 34994

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



Fernando Carmona
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

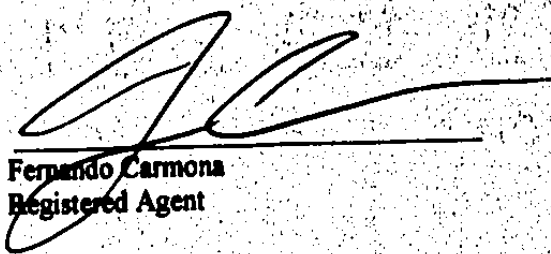
WITNESSETH:

That L.D. Silver, Inc., desiring to organize under the laws of the State of Florida, has named Fernando Carmona at 3174 Lake Worth Road, Lake Worth, Florida 33461 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 17th day of September, 1996.


Fernando Carmona
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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