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VINCENT P. STANSON, UTN & R
125 WORTH AVENUE
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MINATO-KU, TOKYO 108, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261
2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

November 13, 1996

VIA FEDERAL EXPRESS

EFFECTIVE DATE
11-13-96

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****131.25 ****131.25

Re: Restaurants of Distinction, Inc.

Dear Sir or Madam:

In reference to the above-captioned matter, please file the original Articles of Incorporation. Please provide us with a certified copy of the Articles of Incorporation and a Certificate of Good Standing. For your convenience a return Federal Express envelope and label are enclosed.

Enclosed please find a check made payable to the Secretary of State in the amount of \$131.25. The breakdown is as follows:

Filing fee for the Articles of Incorporation	\$ 70.00
Certified copy of the Articles of Incorp.	\$ 52.50
Certificate of Good Standing	\$ 8.75
Total	\$131.25

If you have any questions, please do not hesitate to call me.

Sincerely

Guy Rabideau

GR/djb
Enclosures

#10018336.1

FILED
DIVISION OF STATE
CORPORATIONS
96 NOV 14 AM 10:43

UAW 11-19-96

EFFECTIVE DATE
11-13-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 14 AM 10:43

ARTICLES OF INCORPORATION
OF
RESTAURANTS OF DISTINCTION, INC.

Article I - Name and Address

The name of this corporation is RESTAURANTS OF DISTINCTION, INC., and its mailing address is 380 South County Road, Palm Beach, Florida 33480.

Article II - Duration

This corporation shall have perpetual duration commencing on November 13, 1996.

Article III - Purpose

This corporation is organized for the purpose of any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$0.01 par value common stock.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Guy Rabideau.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Alan Tremain

380 South County Road
Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the person signing these Articles is
Guy Rabideau, 125 Worth Avenue, Suite 310, Palm Beach, Florida
33480

Article IX - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

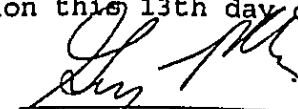
Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed
these Articles of Incorporation this 13th day of November, 1996.



Guy Rabideau

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and have agreed to comply with the provision of said act relative to keeping open said office.



Guy Rabideau
(Resident Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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