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FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.

A PROFESSIONAL ASSOCIATION
AVENTURA CORPORATE CENTER, SUITE 505
20801 DISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1492

CHARLES D. BRECKER

TELEPHONE (305) 933-2000
TELEFAX (305) 936-0101

December 9, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002027306--0
-12/12/96--01061--007
****122.50 ****122.50

Re: Havana Republic Brickell Station, Inc.

Dear Sir/Madam:

Please find enclosed two (2) original Articles of Incorporation for which we require filing. Also enclosed is our firm's check in the sum of \$122.50 to cover the cost of same. Kindly handle accordingly and forward to us a certified copy of those Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Charles D. Brecker

CDB/ml
encls.

FILED
96 DEC 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

tlc 12/13/96

**ARTICLES OF INCORPORATION
OF
HAVANA REPUBLIC BRICKELL STATION, INC.**

FILED
96 DEC 12 AM 9 45
HALL COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: HAVANA REPUBLIC BRICKELL STATION, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

2101 N.E. 212 Street
North Miami Beach, Florida 33179

ARTICLE III - BEGINNING OF CORPORATION EXISTENCE

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Fromberg, Fromberg, Lewis & Brecker, P.A.

Street Address of Registered Office

20801 Biscayne Boulevard
Suite 505
Aventura, Florida 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Directors of this corporation shall be STEPHEN SCHATZMAN and ALEX GIMELSTEIN, both of whom shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

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

Stephen Schatzman
2101 N.E. 212 Street
North Miami Beach, Florida 33179

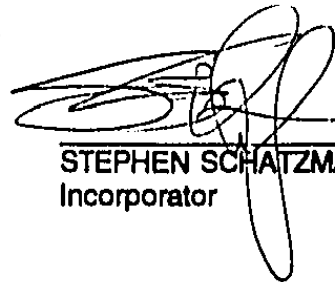
ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any

action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

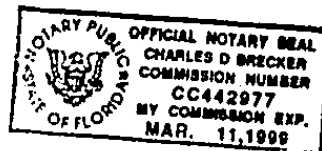
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of December, 1996.


STEPHEN SCHATZMAN
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 5th day of December, 1996, personally appeared STEPHEN SCHATZMAN, well known by me to be the person described in the foregoing Articles of Incorporation, and he acknowledged, executed and subscribed before me to the same for the purposes therein expressed.


NOTARY PUBLIC
COMMISSION EXPIRES:



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 HAVANA REPUBLIC BRICKELL STATION, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business in North
Miami Beach, Florida, has named FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.,
located at 20801 Biscayne Boulevard, Suite 505, Aventura, 33180, as its agent to accept
service of process within Florida.

FILED
96 DEC 12 PM 9 45
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

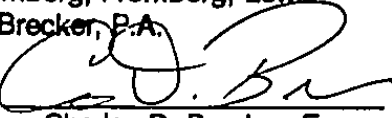
HAVANA REPUBLIC BRICKELL STATION,
INC.

By: 
Stephen Schatzman
Incorporator

Date: December 5, 1996

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, FROMBERG, FROMBERG, LEWIS & BRECKER,
P.A., hereby agrees to act in this capacity, and further agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.

Fromberg, Fromberg, Lewis
& Brecker, P.A.

By: 
Charles D. Brecker, Esq.
Registered Agent

Date: December 5, 1996