

1444 2nd St.
Ft. Lauderdale, Fla.
Mar. 22, 1946

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hard Rock, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

***122.50 ***122.50

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION
OF

HARD ROCK, INC.

ARTICLE I

NAME

The name of this Corporation is HARD ROCK, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes: To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

FILED
97 FEB -7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1.00 per value common stock, which shall be designated "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of the Corporation is 8921 Southwest 142nd Avenue, Miami, Florida 33186, and the name of the initial registered agent of this Corporation at that address is Joseph F. Barrero. The mailing address for all offices and agent is 8921 Southwest 142nd Avenue, Miami, Florida 33186.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) 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(s) and address(es) of the initial Director(s) of this Corporation are:

Joseph F. Barrero	8921 Southwest 142nd Avenue
	Miami, Florida 33186

ARTICLE VII
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE VIII
AMENDMENTS TO
ARTICLES OF INCORPORATION
AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

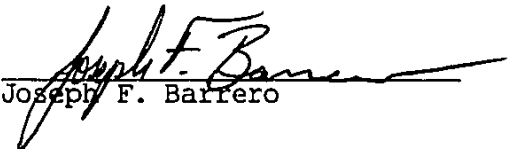
INCORPORATOR

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

Joseph F. Barrero
8921 Southwest 142nd Avenue
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 2/4/97


Joseph F. Barrero

ACKNOWLEDGEMENT

STATE OF FLORIDA)


SS:

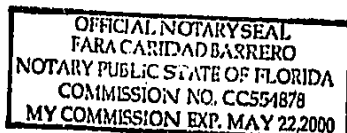
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph F. Barrero known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of 2/4/97, A.D., 1997.

My commission expires:


Notary Public
State of Florida at Large



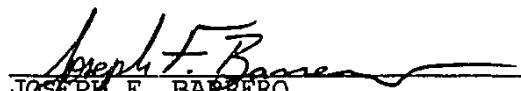
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HARD ROCK, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Joseph F. Barrero, located at 8921 Southwest 142nd Avenue, City of Miami, County of Dade, State of Florida, 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 place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOSEPH F. BARRERO
REGISTERED AGENT

FILED
97 FEB - 7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORGANIZATIONAL RESOLUTION OF
HARD ROCK, INC.
ADOPTED BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING AS OF

The undersigned, being all the directors of HARD ROCK, INC., a Florida corporation, hereby adopt the following resolutions by unanimous written consent in lieu of meeting effective as of the date first written above:

RESOLVED, that a certified copy of Articles of Incorporation which was filed with the Department of State of the State of Florida on February 4 1997, is ordered to be inserted in the minute book as part of the records of the Corporation.

RESOLVED, that all acts taken by the incorporators of the Corporation are hereby approved, ratified and confirmed.

RESOLVED, that the designation of Joseph F. Barrero as Registered Agent of the Corporation made at the time of filing the Articles of Incorporation is hereby ratified and confirmed.

RESOLVED, that the seal of the Corporation, an impression of which is affixed hereto, is hereby approved and adopted as the corporate seal of the Corporation.

RESOLVED, that the form of stock certificate presented to the Directors, a specimen copy of which is to be made part of these resolutions, is hereby adopted as the stock certificate of this Corporation.

RESOLVED, that the By-Laws prepared by counsel to the Corporation are hereby adopted as the By-Laws of the Corporation and it is hereby ordered that they be made part of the permanent records of the Corporation, to follow the copy of the Certificate of Incorporation in the minute book.

RESOLVED, that the following persons are elected to the office set forth below opposite their respective names to serve for a period of one year, or until their successors are duly elected and qualified, viz:

Joseph F. Barrero

President and Secretary

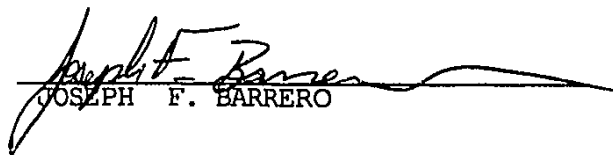
RESOLVED, that the officers of the Corporation be and they are hereby authorized, empowered and directed to open an account with a bank or banks of their choice and to deposit therein all funds of the Corporation. All drafts, checks and notes of the Corporation, payable on said account, shall be made in the name of the Corporation, signed by the parties designated in the corporate bank resolution; and it is further

RESOLVED, that the resolution required by the bank to effect the foregoing is hereby adopted as the action of the Board of Directors of the Corporation and the Secretary is hereby directed to append a copy of the same to the copy of these resolutions in the Minute Book.

RESOLVED, that the Corporation having received the following offers to purchase shares of its common stock:

OFFEROR	NUMBER OF SHARES	CONSIDERATION
Joseph F. Barrero	500	\$ 500.00

and the Board of this Corporation having determined that the consideration offered is of a value at least equal to the full par value of the stock to be issued therefor, each such offer be, and it hereby is, accepted and upon delivery, in full, to the Corporation of the consideration offered, the officers of the Corporation be, and they hereby are, directed to issue and deliver to each offer an appropriate stock certificate reflecting ownership of the shares so purchased, said shares to be fully paid and nonassessable.


JOSEPH F. BARRERO