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GERALD WEINBERG, P.C.
Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9858
Facsimile (518) 463-0079

FEBRUARY 13, 1997

FILED
97 FEB 24 PM 4:17
TALLAHASSEE FLORIDA
SECRET

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002089346--1
-02/17/97--01080--008
*****70.00 *****70.00

Re: RICK'S CAFE, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Latmy GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Capacity
DATE 2-24-97
DOC. EXAM JK

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

JK
2-24-97

ARTICLES OF INCORPORATION

RICK'S CAFE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is RICK'S CAFE, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Richard B. Herman
Three Park Avenue
Suite 3800
New York, New York 10016

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

3051 NE 32nd Avenue
Fort Lauderdale, Florida 33308

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

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TALLAHASSEE FLORIDA

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 13th day of February, 1997.

Lawrence A. Kirsch
LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this
13th day of February, 1997 by the incorporator of RICK'S CAFE, INC.

Wendy J. Henderson
Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1998

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RICK'S CAFE, INC.

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, FL 32301
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bruce R. Winn
(Signature)
Bruce R. Winn / V.P.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL