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August 19, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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08/21/97-01037-002
*****87.50 *****87.50

Re: CAFE D'ORSAY, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of fully executed Amended and Restated Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$87.50 to cover the filing fees and a certified copy.

Please file the original and certify the copy. A self-addressed stamped envelope has been included for the return of the certified copy.

If you have any questions or need further information, please contact the undersigned at (305) 789-3483. Thank you for your cooperation.

Dianne GAVE

Very truly yours,

AUTHORIZATION BY PHONE TO

insert
CORRECT

DATE 8/21/97

BY Shirley

QU. F. 1997

Dianne Gugliuzza
Paralegal

Arstart

FILED
97 AUG 21 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED.
ARTICLES OF INCORPORATION
OF
CAFE D'ORSAY, INC.

FILED
97 AUG 21 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005, 607.1006 and 607.1007 of the Florida Business Corporation Act, the sole incorporator, being the President of CAFE D'ORSAY, INC., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation, to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is CAFE D'ORSAY, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 307 East Atlantic Avenue, Delray Beach, Florida 33483.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the

consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

Joy Spillis Lundeen
Museum Tower
150 West Flagler Street
Miami Beach, FL 33130

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the Board of Directors of the Corporation is:

Jean-Claude Parachini
307 East Atlantic Avenue
Delray Beach, Florida 33483

ARTICLE VI - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VII - INDEMNIFICATION

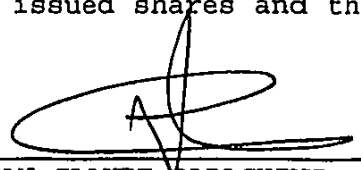
The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

The undersigned, hereby certifies that the foregoing amendment and restatement to the Articles of Incorporation was duly adopted and approved by the incorporator of the Corporation as of the date hereof. The Corporation has not yet issued shares and therefore shareholder action was not required.


DATED: AUGUST 18, 1997



JEAN CLAUDE PARACHINI,
Incorporator
CAFE D'ORSAY, INC.

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT .

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



JOY SPILLIS LUNDEEN
Registered Agent