



THE UNITED STATES
CORPORATION
COMPANY

P97000044206

ACCOUNT NO. : 072100000032

REFERENCE : 396674 4351A

AUTHORIZATION :

COST LIMIT : \$ 122.50 PPD

97 MAY 19 PM 3:25
SECRETARY OF STATE
UNITED STATES DEPARTMENT OF STATE

ORDER DATE : May 19, 1997

ORDER TIME : 11:47 AM

ORDER NO. : 396674-005

CUSTOMER NO: 4351A

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-05/19/97--01106--004

****122.50 ****122.50

CUSTOMER: Benjamin P. Brown, Esq
HEINRICH GORDON HARGROVE WEIHE
& JAMES, P.A.
Suite 206
140 Royal Palm Way
Palm Beach, FL 33480

DOMESTIC FILING

NAME: PLANTATION DINING &
ENTERTAINMENT CORPORATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

57 MAY 19 PM 1:09
SECRETARY OF STATE
UNITED STATES DEPARTMENT OF STATE

5/19

ARTICLES OF INCORPORATION

OF

PLANTATION DINING & ENTERTAINMENT CORPORATION, INC.

SECRET
DIVISION OF INVESTIGATION
97 MAY 19 PM 3:25

FIRST: The name of the Corporation is Plantation Dining & Entertainment Corporation, Inc.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the provisions of Chapter 607, Florida Statutes.

THIRD: This Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the initial Registered Office is 140 Royal Palm Way, Suite 206, Palm Beach, Florida 33480 and the name of the initial Registered Agent of this Corporation at that address is Benjamin P. Brown, Esquire.

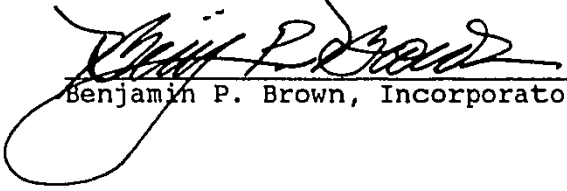
FIFTH: The street address of the principal office of this Corporation is c/o Leasing Technology, Inc., LTI Corporate Center, 5713 Corporate Way, Suite 200, West Palm Beach, Florida 33407.

SIXTH: The name and address of the Incorporator of this Corporation is Benjamin P. Brown, Esq., c/o Heinrich Gordon Hargrove Weihe & James, P.A., 140 Royal Palm Way, Suite 206, Palm Beach, Florida 33480.

SEVENTH: The duration of this Corporation is perpetual.

EIGHTH: This corporation shall have two (2) Directors initially: Anthony L. Graham and Carl Habib. The number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of May, 1997.

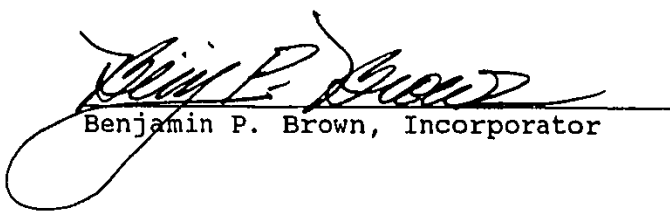

Benjamin P. Brown, Incorporator

BENJAMIN P. BROWN, ESQ.
Florida Bar No. 841552
Heinrich Gordon Hargrove Weihe & James, P.A.
140 Royal Palm Way
Suite 206
Palm Beach, Florida 33480
Telephone: (561) 655-0043
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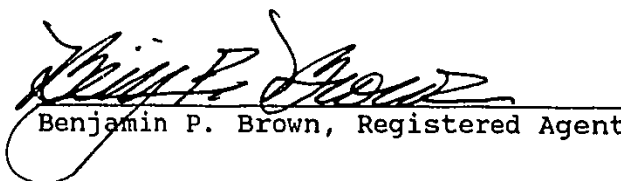
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Plantation Dining & Entertainment Corporation, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 140 Royal Palm Way, Palm Beach, Florida 33480 as its initial Registered Office and has named Benjamin P. Brown, Esquire, located at that address as its initial Registered Agent.


Benjamin P. Brown, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said Registered Office.


Benjamin P. Brown, Registered Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 3:25