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Charter Number Only

7/24/97

Carla.

Blass & Frankel

Requestor's Name

1 SE 3rd Ave. #1400

Address

Miami FL 33131

City

State

ZIP

Phone

377-9353A

CORPORATION(S) NAME

Stateside restaurant & Bar, Inc.

VALIDATION ONLY

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CLERK

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Empire Toll Free: 1-800-432-3028

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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

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Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

K.R. JUL 25 1997.

**ARTICLES OF INCORPORATION
OF
STATESIDE RESTAURANT & BAR, INC.**

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ARTICLE I

The name of the corporation is **STATESIDE RESTAURANT & BAR, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is **TEN THOUSAND (10,000)** shares, One Dollar (US\$1.00) par value. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses is as follows:

CHRISTOPHER DAY
9800 BONITA BEACH ROAD S.E.
BONITA SPRINGS, FL 34135

VIVIENNE DAY
9800 BONITA BEACH ROAD S.E.
BONITA SPRINGS, FL 34135

ARTICLE XI

The initial registered agent of the corporation is Coprolite Corporation. The street address of the corporation's initial registered office is:

One Southeast Third Avenue
14th Floor
Miami, Florida 33131

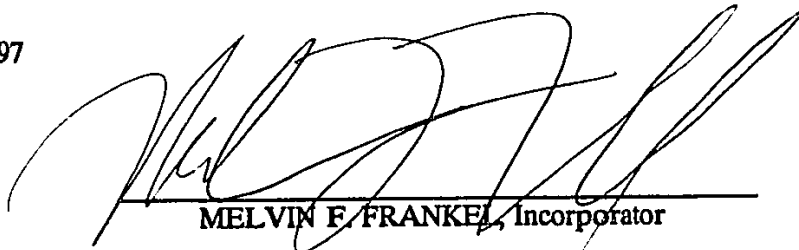
ARTICLE XII

The name and address of the incorporator of the corporation is:

Melvin F. Frankel
1400 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned being the incorporator of said corporation executes these article of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: July 23, 1997




MELVIN F. FRANKEL, Incorporator

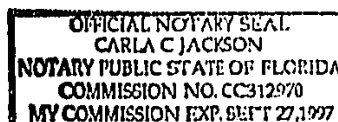
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me well and personally known, personally appeared **MELVIN F. FRANKEL**, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 23rd day of July, 1997 in the County and State aforesaid.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Print Name: CARLA C. JACKSON
Commission Number: CC-312970
My commission Expires: 09/27/97



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN PURSUANCE OF §607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT STATESIDE RESTAURANT & BAR, INC. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT ONE SOUTHEAST THIRD
AVENUE, 15TH FLOOR, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE
CORPORATION, LOCATED AT 1400-A SUNTRUST INTERNATIONAL CENTER, ONE
SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

STATESIDE RESTAURANT & BAR, INC., a Florida corporation

BY:

MELVIN F. FRANKEL, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida corporation

By:

MELVIN F. FRANKEL, President

Dated: July 23, 1997

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 23rd day of July, 1997.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name: CARLA C. JACKSON

Commission Number: CC-312970

My commission Expires: 09/27/97

