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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ARIES OF DADE COUNTY, INC.
AUDIT NUMBER.....H97000015527
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-16-97

Dmc
9/19/97

FILED

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**ARTICLES OF INCORPORATION
OF
ARIES OF DADE COUNTY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE ONE

9-16-97

The name of the corporation is ARIES OF DADE COUNTY, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

. To engage in the management and operation of restaurants, bars, delicatessens, cafeterias and any other establishment for the service of food to the general public.

. To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 18860 South Dixie Highway, Miami, Florida and the name of the Registered Agent at such address is Javier Saavedra.

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE SEVEN

The name and address of the Incorporator is:

JAVIER SAAVEDRA
18860 South Dixie Highway
Miami, Florida

Prepared by:
George M. Santamarina
7175 S.W. 8th Street, Suite 204
Miami, FL 33144
(305) 261-4683

ARTICLE EIGHT

The principal office of this corporation shall be located at 18860 South Dixie Highway, Miami, Florida with the corporation retaining the power to move its office to any other address in Florida.

ARTICLE NINE

This corporation shall be deemed to commence its existence on September 16, 1997.


ARTICLE TEN

The name and address of the first officers of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

PRESIDENT/SECRETARY/TREASURER:

JAVIER SAAVEDRA
18860 South Dixie Highway
Miami, Florida

IN WITNESS WHEREOF, I have subscribed my name this 16th day of September 1997.

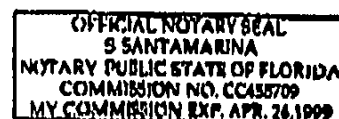

JAVIER SAAVEDRA
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16th day of September 1997, by JAVIER SAAVEDRA, who is personally known to me.


Name: _____
NOTARY PUBLIC

My Commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:


ARIES OF DADE COUNTY, INC.
18860 South Dixie Highway
Miami, Florida

a corporation organized under the laws of the State of Florida,
with its principal office located in the County of Dade, State
of Florida, has named JAVIER SAAVEDRA, located at the same
above address, as its agent to accept service of process within
this State.

OFFICERS:

PRESIDENT/SECRETARY/TREASURER:

JAVIER SAAVEDRA
18860 South Dixie Highway
Miami, Florida


Incorporator

ACCEPTANCE:

I agree as Registered Agent to accept service of process: to
keep office open during prescribed hours; to post my name
(and any other officers of said corporation to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by law.

DATED: September 16, 1997.


Registered Agent