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COUNSELORS AT LAW

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PHILADELPHIA, PA 19103-2899
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ALLENTOWN, PA 18104-2255
610-395-1010

1400 N. PROVIDENCE RD., SUITE 301
MEDIA, PA 19063-2081
610-891-7500

1401 FORUM WAY

WEST PALM BEACH, FLORIDA 33401-2353

561-686-8100
FAX 561-686-0222

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1164
609-779-3600

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2535
302-425-6400

1156 18TH STREET, NW, SUITE 550
WASHINGTON, DC 20005-1704
202-785-4100

September 30, 1997

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

Re: New York Bar & Grill, Inc.

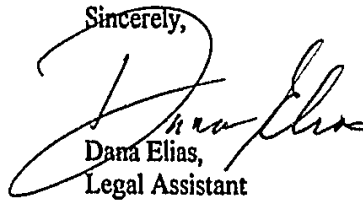
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-10/03/97-01078-006
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your use in returning to me a certified copy of the Articles of Incorporation.

Thank you.

Sincerely,


Dana Elias,
Legal Assistant

de/
Enclosures

FILED
97 OCT 27 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,2558,2550
W97-22733

B. REGISTERED OCT 6 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 6, 1997

DANA ELIAS, LEGAL ASSISTANT
1401 FORUM WAY
WEST PALM BEACH, FL 33401-2353

SUBJECT: NEW YORK BAR & GRILL, INC.
Ref. Number: W97000022733

We have received your document for NEW YORK BAR & GRILL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 697A00048898

BLANK ROME COMISKY & McCAULEY
COUNSELORS AT LAW

1200 NORTH FEDERAL HIGHWAY, SUITE 309
BOCA RATON, FLORIDA 33432
(561) 417-8100
FAX (561) 417-8101

EMAIL ADDRESS

DIRECT DIAL NUMBER

October 24, 1997

FEDERAL EXPRESS

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

Re: New York Bar & Grill, Inc.

Dear Sir or Madam:

I am in receipt of your letter dated October 6, 1997, a copy of which is attached hereto. Accordingly, enclosed please find a revised original and one copy of the Articles of Incorporation for the above-named.

If you have any questions, please call me.

Sincerely,


Dana Elias,
Legal Assistant

de/
Enclosures

ARTICLES OF INCORPORATION
OF
NEW YORK BAR & GRILL, INC.

FILED
97 OCT 27 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is New York Bar & Grill, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, \$1.00 par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Boca Raton, Florida, and its mailing address shall be:

4397 Bocaire Boulevard
Boca Raton, Florida 33487

ARTICLE VII

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

Robert S. Saraga, Esquire
Blank Rome Comisky & McCauley
1200 North Federal Highway, Suite 417
Boca Raton, FL 33432

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

Anthony J. Michaels
President/Secretary/Director

4397 Bocaire Boulevard
Boca Raton, FL 33487

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The names and address of the Incorporator of the Corporation is as follows:

NAME

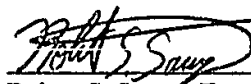
ADDRESS

Robert S. Saraga, Esquire

Blank Rome Comisky & McCauley
1200 North Federal Highway, Suite 417
Boca Raton, FL 33432

IN WITNESS WHEREOF, I have hereunto set my hand this 24 day of
October, 1997.

INCORPORATOR


Robert S. Saraga, Esquire

STATE OF FLORIDA

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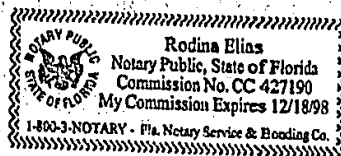
) SS

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 24 day of
October 1997 by Robert S. Saraga, Esquire, who is personally known to me or
who has produced _____ as identification.

Rodina Elias
Notary Public




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

Pursuant to the provisions of Section 607.0501, 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 New York Bar & Grill, Inc.
2. The name and address of the registered agent and office is:

Robert S. Saraga, Esquire
Blank Rome Comisky & McCauley
1200 North Federal Highway, Suite 417
Boca Raton, FL 33432

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.


Robert S. Saraga, Esquire

Dated: 10-24-97

FILED
97 OCT 27 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA