



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 612082 8894A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 24, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 612082-005

CUSTOMER NO: 8894A

600002358886--0

CUSTOMER: Ms. Elizabeth Lopez
RITTER RITTER & ZARETSKY

Suite 100
555 N.e. 15th Street
Miami, FL 33132

DOMESTIC FILING

NAME: ATLANTIC FISH COMPANY AND
RESTAURANT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 1:50

RECEIVED
97 DEC -1 PM 12:20
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ATLANTIC FISH COMPANY & RESTAURANT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 1:50

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be

ATLANTIC FISH COMPANY & RESTAURANT CORP.

The principal place of business of this corporation shall be at

5199 WEST ATLANTIC AVENUE
DELRAY BEACH, FL 33484

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 N.E. 15th Street, Suite 100, Miami, Florida 33132 and the name of the initial registered agent of the corporation at that address is LOUIS D. ZARETSKY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two directors and officers, initially. The name and street address of the initial directors and officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MITCHEL B. COHEN - Director/President
c/o 5199 WEST ATLANTIC AVENUE
DELRAY BEACH, FL 33484

ARTHUR KEISER - Director/Vice-President
c/o 5199 WEST ATLANTIC AVENUE
DELRAY BEACH, FL 33484

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LOUIS D. ZARETSKY
555 N.E. 15th Street
Miami, Florida 33132

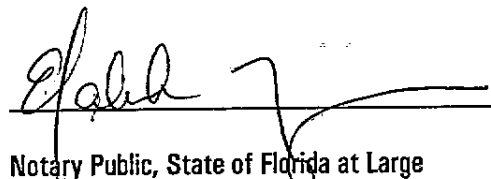
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26 day of November, 1997.


LOUIS D. ZARETSKY, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of November, 1997, by LOUIS D. ZARETSKY who produced FL drivers license as identification. Said person did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:

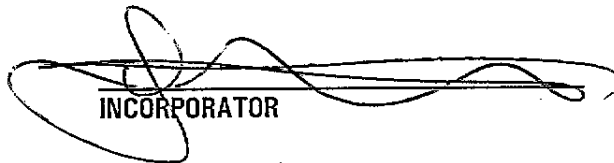


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
CORPORATIONS
97 DEC -1 PM 1:50


In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

ATLANTIC FISH COMPANY & RESTAURANT CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named LOUIS D. ZARETSKY located at 555 N.E. 15 Street, Suite 100, Miami, Florida 33132 as its agent to accept service of process within this State.


INCORPORATOR

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


LOUIS D. ZARETSKY