

LAW OFFICES OF BARRY R. GAINSBURG
ONE CLEAR LAKE CENTRE
SUITE 600
250 SOUTH AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401

ADMITTED IN
FLORIDA & NEW YORK

P98000005057

TELEPHONE
(561) 655-5885
TELEFAX
(561) 655-5496

January 15, 1998

Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399
Attn: New Corporation Filings

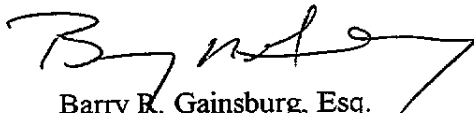
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 16 AM 11:32

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for Mary's Bar, Inc. and the \$131.25 filing fees for a certified copy and a certificate of status.

Please return a copy of the filed Articles to my business address, printed above. Thank you for cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,



Barry R. Gainsburg, Esq.
Corporate Counsel

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ARTICLES OF INCORPORATION
OF
MARY'S BAR, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 11:32

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MARY'S BAR, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

MARY'S BAR, INC.
5335 N. Military Trail
West Palm Beach, Florida 33407

ARTICLE III NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following general purposes: to be a restaurant and bar establishment; to carry on any lawful businesses or activities relating thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual duration.

ARTICLE V CAPITAL STOCK

The corporation shall have the authority to issue 3,000,000 shares of common stock \$.01 par value. Said capital stock may be increased or decreased from time to time, according to the provisions of the Florida Business Corporation Act.

The corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated or secured, without the approval of the shareholders.

ARTICLE VI DISTRIBUTIONS

In addition to, but not in limitation of, the general powers conferred by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor, and to carry on any lawful business.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mary Johnson
5335 N. Military Trail
West Palm Beach, Florida 33407

ARTICLE VIII GOVERNING BOARD

This governing board of the corporation shall be a board of directors. The board of directors ("board") shall have the power to manage and administer the business and affairs of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

The board shall consist of not less than one (1) nor more than five (5) shareholders, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof, but shall never be less than one (1).

ARTICLE IX INITIAL DIRECTORS

The name of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Mary Johnson

ARTICLE X INCORPORATOR(S)

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

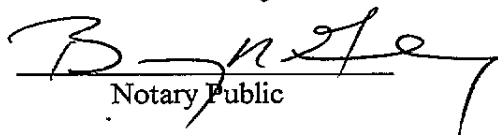
MARY JOHNSON
5335 N. Military Trail
West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of January, 1998.

 (SEAL)
MARY JOHNSON
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of January, 1998.


Notary Public

My Commission expires: _____



Barry R Gainsburg
My Commission CC589036
Expires Sep. 29, 2000

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:

MARY'S BAR, INC.

2. The name and address of the registered agent and office is:

MARY JOHNSON

5335 N. Military Trail

W. Palm Beach, Florida 33407

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 11:32

SIGNATURE 

MARY JOHNSON

TITLE AGENT

DATE January 15, 1998

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 STATES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

SIGNATURE _____

MARY JOHNSON

DATE January 15, 1998