SCO1400C

ACCOUNT NO. : 072100000032

REFERENCE: 827518 7104837

COST LIMIT: \$ 70.00

AUTHORIZATION :

ORDER DATE: May 21, 1998

ORDER TIME : 1:33 PM

THE UNITED STATES CORPORATION

ORDER NO. : 827518-015

CUSTOMER NO: 7104837

CUSTOMER: Mr. Mario A. Romine

TURNBERRY ASSOCIATES

4th Floor

19501 Biscayne Boulevard

Aventura, FL 33180 800002532158--1

DOMESTIC FILING

NAME:

AVENTURA MANAGEMENT

RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

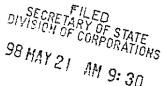
_ CERTIFIED COPY

___ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF AVENTURA MANAGEMENT RESTAURANT, INC.

ARTICLE I

The name of this corporation shall be:

AVENTURA MANAGEMENT RESTAURANT, INC.

ARTICLE II DURATION

This corporation shall commence its existence as of the date of filing of these Articles of Incorporation.

ARTICLE III PURPOSE

This corporation is organized for any lawful purpose.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation shall be: 19501 Biscayne Blvd., Suite 400, Aventura, Florida 33180.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is as follows:

REGISTERED AGENT

STREET ADDRESS OF REGISTERED OFFICE

Mario Romine

19501 Biscayne Blvd. Suite 400 Aventura, Florida 33180

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name and address of the Director is Marsha Soffer, 19501 Biscayne Blvd., Suite 400, Aventura, Florida 33180.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Mario Romine, 19501 Biscayne Blvd., Suite 400, Aventura, FL 33180.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 20th DAY OF ______, 1998.

BY: _____ A Norma

98 MAY 21 MM Q

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