

9/22/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LARRY'S BEACHHOUSE, INC.

AUDIT NUMBER.....H98000017730

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
LARRY'S BEACHHOUSE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is LARRY'S BEACHHOUSE, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

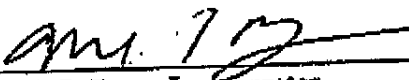
ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Ten thousand (10,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
(305) 374-0501

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EXECUTED at Miami, Florida, this 22ND day of September, 1998

 Mark J. Bryn, Incorporator

 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

LARRY'S BEACHHOUSE, INC. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


 Mark J. Bryn

H98000017730

 Prepared by:
 Mark J. Bryn
 FL Bar # 321842
 2 S. Biscayne Blvd.
 Suite 3599
 Miami, FL 33131
 (305) 374-0501