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JOHN W. KEARNS, P.A.

ATTORNEY

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October 9, 1998

Department of State  
Division of Corporations  
State of Florida  
P. O. Box 6327  
Tallahassee, Florida 32314

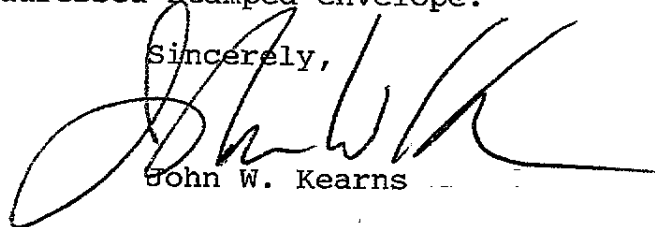
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-10/12/98--01034--002  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Re: Articles of Incorporation of  
RCI-Dinner Key, Inc.

Dear Clerk:

Enclosed are the Articles of Incorporation for RCI-Dinner Key, Inc., along with a check made payable to the order of Secretary of State for \$75. Please return a conformed copy to the undersigned in the enclosed self-addressed stamped envelope.

Sincerely,



John W. Kearns

JWK/as  
Enclosure  
cc: Robert W. Christoph

FILED  
98 OCT 12 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

John sd. all they  
want for 75.00  
is the filing.

TA-10/13/98

ARTICLES OF INCORPORATION

OF

RCI-DINNER KEY, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

RCI-DINNER KEY, INC.

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of this corporation shall be:

RCI-DINNER KEY, INC.  
300 Alton Road, Suite 303  
Miami Beach, Florida 33139

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any of 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.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

FILED  
98 OCT 12 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and the Registered Agent of the corporation is:

John W. Kearns, Esquire  
431 Gerona Avenue  
Coral Gables, Florida 33146

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INITIAL OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have one Director, initially. The name and address of the initial President and member of the Board of Directors is:

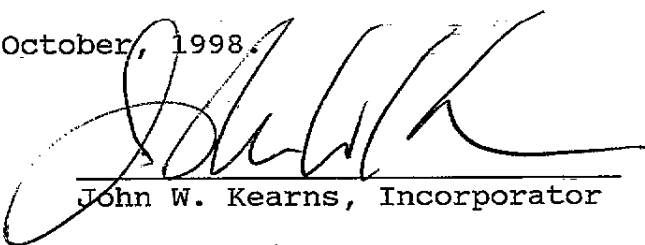
Robert w. Christoph  
President and Director  
300 Alton Road, Suite 303  
Miami Beach, FL 33139

ARTICLE VIII. INCORPORATOR

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

John W. Kearns  
431 Gerona Avenue  
Miami Beach, FL 33139

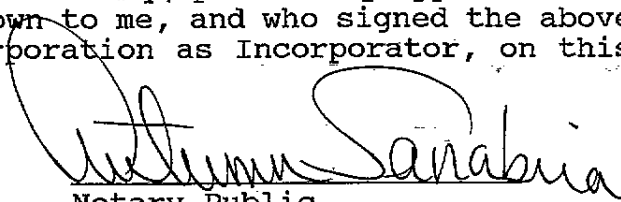
The undersigned has executed these Articles of Incorporation,  
on this 9<sup>th</sup> day of October, 1998.

  
John W. Kearns, Incorporator

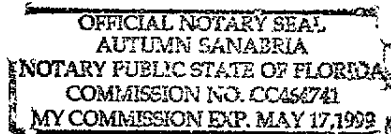
STATE OF FLORIDA                     )  
  ) ss  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared John  
W. Kearns, who is personally known to me, and who signed the above  
and foregoing Articles of Incorporation as Incorporator, on this  
9<sup>th</sup> day of October, 1998,

My Commission Expires:

  
Notary Public  
State of Florida

(SEAL)



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

John W. Kearns, having a business office at 431 Gerona Avenue, Coral Gables, Florida 33146, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

By: 

John W. Kearns, Esq.  
Registered Agent

**FILED**  
98 OCT 12 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA