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November 4, 1998

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

800002681208--3
-11/05/98--01054--008
*****122.50 *****78.75

Re: Rascals Comedy Club, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	-	\$35.00
Certified Copy	-	52.50
Registered Agent Fee	-	35.00
		<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

LEWIS R. COHEN, P.A.

Maria E. Lopez
Maria E. Lopez, Legal Assistant to
Lewis R. Cohen, Esquire

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

RASCALS COMEDY CLUB, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lewis R. Cohen, Esq.
Lewis R. Cohen, P.A.
1399 S.W. 1st Avenue
Third Floor
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

Alfredo Perez
3043 Grand Avenue
Suite 200
Coconut Grove, FL 33133

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

3043 Grand Avenue
Suite 200
Coconut Grove, FL 33133

ARTICLE IX

INCORPORATOR

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

Alfredo Perez
3043 Grand Avenue
Suite 200
Coconut Grove, FL 33133

ARTICLE X

CONFLICT OF INTEREST

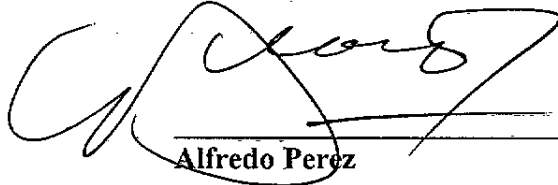
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 4th day of November, 1998.



Alfredo Perez

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

Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **Rascals Comedy Club, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office at: 3043 Grand Avenue, Suite 200, Coconut Grove, FL 33133, has named **Lewis R. Cohen, Esq.**, located at 1399 S.W. 1st Avenue, Third Floor, Miami, Florida , as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



LEWIS R. COHEN

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