



THE UNITED STATES
CORPORATION
COMPANY

P98000097148

ACCOUNT NO. : 072100000032

REFERENCE : 036042 Patricia Ryzut 4351A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : November 18, 1998

ORDER TIME : 11:52 AM

ORDER NO. : 036042-005

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CUSTOMER NO: 4351A

CUSTOMER: Benjamin P. Brown, Esq
HEINRICH GORDON HARGROVE WEIHE
HEINRICH GORDON HARGROVE WEIHE
Suite 206
140 Royal Palm Way
Palm Beach, FL 33480

DOMESTIC FILING

NAME: SOUTH MIAMI DINING &
ENTERTAINMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: Dmc 11-18-98

RECEIVED

98 NOV 18 PM 1:24

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 18 PM 2:20

FILED

ARTICLES OF INCORPORATION

OF

SOUTH MIAMI DINING & ENTERTAINMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is South Miami Dining & Entertainment Corp.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the provisions of Chapter 607, Florida Statutes.

THIRD: This Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the initial Registered Office is Comeau Building, Suite 1000, 319 Clematis Street, West Palm Beach, Florida and the name of the initial Registered Agent of this Corporation at that address is Benjamin P. Brown, Esquire.

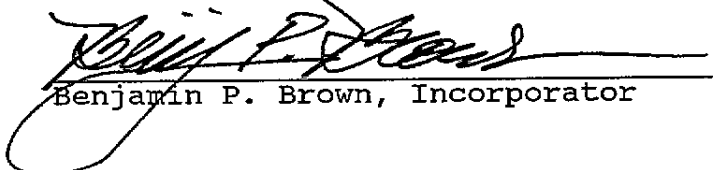
FIFTH: The street address of the principal office of this Corporation is 5713 Corporate Way, Suite 100, West Palm Beach, Florida 33407.

SIXTH: The name and address of the Incorporator of this Corporation is Benjamin P. Brown, Esq., c/o Tew, Cardenas, Reback, Kellogg, Lehman, DeMaria and Tague, Comeau Building, Suite 1000, 319 Clematis Street, West Palm Beach, Florida 33401.

SEVENTH: The duration of this Corporation is perpetual.

EIGHTH: This corporation shall have one (1) Director initially: Anthony L. Graham. The number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of November, 1998.


Benjamin P. Brown, Incorporator

BENJAMIN P. BROWN, ESQ.
Florida Bar No. 841552
Tew, Cardenas, Reback, Kellogg,
Lehman, DeMaria and Tague
Comeau Building, Suite 1000
319 Clematis Street
West Palm Beach, Florida 33401
Telephone: (561) 835-4200

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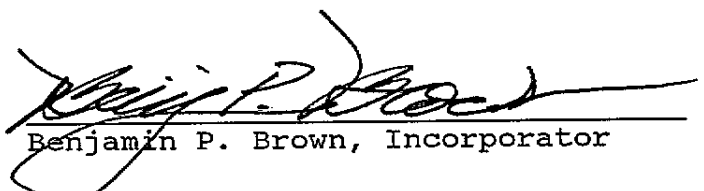
CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

FILED


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In compliance with Sections 48.091 and 607.050, Florida Statutes, the following is submitted:

South Miami Dining & Entertainment Corp., desiring to organize as a corporation under the laws of the State of Florida, has designated Comeau Building, Suite 1000, 319 Clematis Street, West Palm Beach, Florida 33401 as its initial Registered Office and has named Benjamin P. Brown, Esquire, located at that address as its initial Registered Agent.


Benjamin P. Brown, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said Registered Office.


Benjamin P. Brown, Registered Agent