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OCTOBER 19, 1998

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

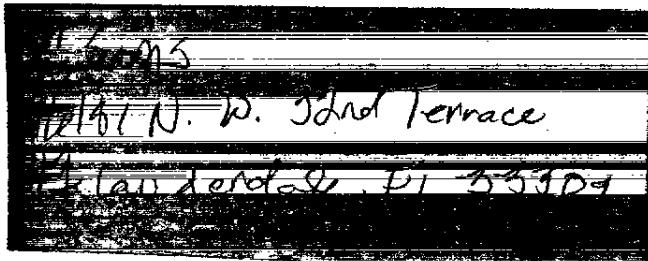
RE: TOP HAT N' TALES RESTAURANT ENTERTAINMENT, INC.

TO THE SECRETARY OF STATE:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER  
WITH COPY OF SAID ARTICLES FOR TOP HAT N' TALES RESTAURANT  
ENTERTAINMENT, INC. AND OUR CHECK IN THE AMOUNT OF \$122.50 TO  
COVER ALL OF NECESSARY FILING FEES REQUIRED.

RESPECTFULLY SUBMITTED,

TOP HAT N' TALES RESTAURANT ENTERTAINMENT, INC.



700002688447--1  
-11/16/98--01104--008  
\*\*\*\*123.00 \*\*\*\*79.25

98 NOV 16 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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CERTIFICATE OF INCORPORATION

OF

TOP HAT N' TALES RESTAURANT ENTERTAINMENT, INC.

FILED  
98 NOV 16 AM 11:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

TOP HAT N' TALES RESTAURANT ENTERTAINMENT, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER  
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE SHALL BE:

6181 NW 32 TERRACE  
FT. LAUDERDALE, FLORIDA 33309

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE  
AT LEAST ONE (1) AND NO MORE THAN FIFTEEN (15).

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST  
BOARD OF DIRECTORS ARE AS FOLLOWS:

CHERIE R. SIMS  
6181 NW 32 TERRACE  
FT. LAUDERDALE, FLORIDA 33309

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING  
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

CHERIE R. SIMS  
6181 NW 32 TERRACE  
FT. LAUDERDALE, FLORIDA 33309

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN  
ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF  
RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, CHERIE R. SIMS,  
BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAVE  
HEREUNTO SET HER HAND AND SEALS THIS 11<sup>th</sup> DAY OF November  
1998.



STATE OF FLORIDA}

}SS

COUNTY OF MIAMI-DADE

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF  
FLORIDA PERSONALLY APPEARED CHERIE R. SIMS  
TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL  
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE  
EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE  
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 11 DAY OF NOVEMBER  
1998.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

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IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:  
FIRST: THAT TOP HAT N' TALES RESTAURANT ENTERTAINMENT, INC.,  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF  
INCORPORATION, IN THE COUNTY OF BROWARD, STATE OF FLORIDA,  
HAS NAMED CHERIE R. SIMS, LOCATED AT 6181 NW 32 TERRACE,  
FT. LAUDERDALE, FLORIDA, 33309, AS ITS AGENT TO ACCEPT  
SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND  
AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO  
KEEPING OPEN SAID OFFICE.

BY: 

RESIDENT AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV 16 AM 11:05

FILED