



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 193420 7176819

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : April 5, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 193420-055

CUSTOMER NO: 7176819

CUSTOMER: Mr. Jan Kaplan
PARAMOUNT RESOURCE GROUP, INC.
PARAMOUNT RESOURCE GROUP, INC.
5605 Nw 29th Street

Margate, FL 33063

DOMESTIC FILING

NAME: ROCKY'S RESTAURANT CORP.

EFFECTIVE DATE:

600002829446--4

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

g 4/6/99

RECEIVED
99 APR -5 PM 1:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 11:37

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

ROCKY'S RESTAURANT CORP.

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

ARTICLE I. NAME

The name of the corporation shall be:

ROCKY'S RESTAURANT CORP.

The address of the principal office of this corporation shall be 5605 Northwest 29th Street, Margate, Florida 33063, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock having \$.001 par value per share and 5,000,000 shares of preferred stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

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 Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Jan Kaplan

5605 Northwest 29th Street,
Margate, FL 33063

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

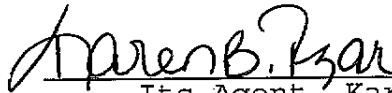
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

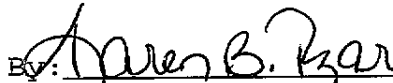
The undersigned incorporator has executed these
Articles of Incorporation on April 5, 1999.



Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, 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 Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

FWN/MARIA STEPHENS