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FILED



THE UNITED STATES
CORPORATION
COMPANY

99 MAY 12 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 237278 97371A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 12, 1999

ORDER TIME : 10:29 AM

ORDER NO. : 237278-005

CUSTOMER NO: 97371A

CUSTOMER: Mr. Brian J. Cooke
ARNSTEIN & LEHR
ARNSTEIN & LEHR
Suite 600
515 North Flagler Drive
West Palm Beach, FL 33401

800002872498--9
-05/12/99--01053--015
*****70.00 *****70.00

DOMESTIC FILING

NAME: DOWNTOWN TAVERN CORP.

EFFECTIVE DATE:

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: Mimi Stephens

EXAMINER'S INITIALS:

PN 5/13/99

W99-11132

RECEIVED
MAY 12 PM 12:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: DOWNTOWN TAVERN CORP.
Ref. Number: W99000011132

We have received your document for DOWNTOWN TAVERN CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00026059

RESUBMIT
Please give original
submission date as file date.

99 MAY 12 PM 4:39
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
DOWNTOWN TAVERN CORP.

FILED
99 MAY 12 AM 10: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be DOWNTOWN TAVERN CORP., having as its initial corporate mailing address: 515 N. Flagler Drive, Suite 600, West Palm Beach, FL 33401.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be Two Thousand (2,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Brian J. Cooke. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Todd Herbst
222 Clematis, Suite 204
West Palm Beach, FL 33401

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Brian J. Cooke
c/o Arnstein & Lehr
515 North Flagler Drive, Suite 600
West Palm Beach, FL 33401

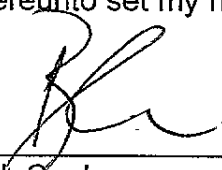
ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 11 day of May, 1999.

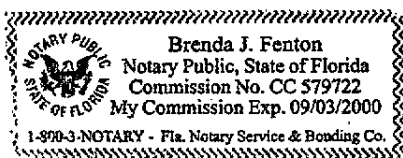



Brian J. Cooke

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Brian J. Cooke, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 11th day of May, 1999.





NOTARY PUBLIC
Brenda J. Fenton

(Type or Print Name)
State of Florida at Large

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

FILED

99 MAY 12 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Florida Statutes the following is submitted:

First -- That Downtown Tavern Corp., has named Brian J. Cooke, who is located at
515 N. Flagler Dr., Suite 600, City of West Palm Beach, County of Palm Beach, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service 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 provision of said Act relative to keeping open said office.

By: _____

Brian J. Cooke