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NAME: RUSSIAN BEAR CAFE OF LINCOLN ROAD, INC.
AUDIT NUMBER.....H99000017396
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 15, 1999

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SUBJECT: RUSSIAN BEAR CAFE OF LINCOLN ROAD, INC.
REF: W99000016338

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**ARTICLES OF INCORPORATION
OF
RUSSIAN BEAR CAFÉ OF LINCOLN ROAD, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a for profit corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Russian Bear Café of Lincoln Road, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 5880 S.W. 53rd Terrace, Miami, Florida 33155.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be July 15, 1999, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

Prepared By:
Juan T. O'Naghten
Fla. Bar No: 305774
Suite 200
2865 South Bayshore Drive
Miami, Florida 33133

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**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 200, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Mitchell Kaplan	5880 S.W. 53 rd Terrace Miami, Florida 33155

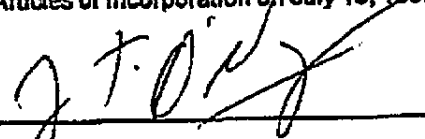
**VII.
INITIAL OFFICERS**

Mitchell Kaplan shall serve as the President and Treasurer of the Corporation and Helen Kaplan shall serve as the Secretary of the Corporation.

**VIII.
INCORPORATOR**

The incorporator is Juan T. O'Naghten and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on July 15, 1999.



 Juan T. O'Naghten, Incorporator

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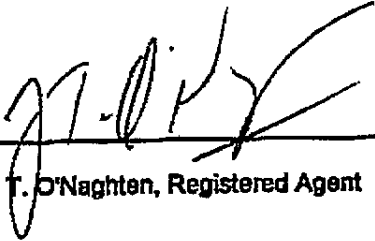
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

- 1. The name of the Corporation is: Russian Bear Café of Lincoln Road, Inc.
- 2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 617.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: July 15, 1999



 Juan T. O'Naghten, Registered Agent

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