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-10/29/99--01073--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

October 1, 1999

Florida Department Of State  
Division Of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Articles Of Incorporation

Gentlemen:

Enclosed please find the Articles Of Incorporation for the  
purpose of approval of the Secretary Of State.

In addition, we remit the following fees:

Filing Fee	\$35.00
Registered Agent	35.00

Total

\$70.00

Sincerely,

\*C. Allen Ambrose

C. Allen Ambrose  
The Rain Forest, Inc.  
5020 - 38th Avenue North  
St. Petersburg, Florida 33710

FILED  
99 NOV 12 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEN

NOV 16 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 2, 1999

C ALLEN AMBROSE  
5020 38 AVE NORTH  
ST PETERSBURG, FL 33710

SUBJECT: THE RAIN FOREST, INC.  
Ref. Number: W99000025220

We have received your document for THE RAIN FOREST, INC. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 699A00052493

*My pager number is 727-790-5236  
or phone number 727-319-2155.*

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
THE RAIN FOREST RESTAURANT, INC.

FILED  
99 NOV 12 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST      The name of this corporation is The Rain Forest Restaurant, Inc.

SECOND.    Its registered office in the State Of Florida is to be located at  
5020 - 38th Avenue North, St. Petersburg, Florida 33710, County  
of Pinellas. The registered agent in charge thereof is C. Allen  
Ambrose, 5020 - 38th Avenue North, St. Petersburg, Florida  
33710.

THIRD.     The nature of the business and, the objects and purposes proposed  
to be transacted, promoted, and carried on, are to do any or all the  
things herein mentioned, as fully and to the same extent as natural  
persons might or could do, and in any part of the world.

"The purpose of the corporation is to engage in any lawful act or  
activity for which corporations may be organized under the  
General Corporation Law Of Florida."

FOURTH.   The amount of the total authorized capital stock of this

corporation is Ten Thousand (10,000) shares of One Dollar (\$1.00)

Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

C. Allen Ambrose            5020 - 38th Avenue North  
St. Petersburg, Florida 33710

SIXTH. The powers of the incorporator is to terminate upon filing of the Certificate Of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

C. Allen Ambrose            5020 - 38th Avenue North  
St. Petersburg, Florida 33710

Keith Curtis                14465 Walsingham Road, #3  
Largo, Florida 33774

David M. Slawson            7886 - 63rd Way  
Pinellas Park, Florida 33781

SEVENTH. The Directors shall have the power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the corporation.

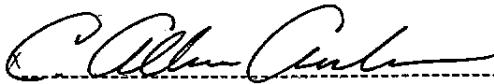
The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the Law of the By-Laws or by resolution of the Stockholders.

The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in the Certificate of Incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State Of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

Dated October 1, 1999



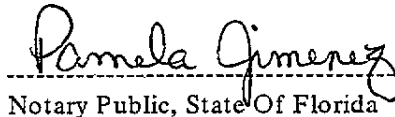
C. Allen Ambrose

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared C. Allen Ambrose to me known to be the person described as Incorporator and who executed the foregoing Articles Of Incorporation, and acknowledged before me that he subscribed to these Articles Of Incorporation on October 1, 1999.

My Commission Expires: 8/23/03



Notary Public, State Of Florida



Pamela Jimenez

My Commission CC885578

Expires August 23, 2003

FILED

99 NOV 12 PM 12:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0202(B), Florida Statutes undersigned corporation, organized under the laws of the State Of Florida, submits the following statement in designating the registered office/registered agent, in the State Of Florida. The registered office and the principal office are the same.

The name of the corporation is The Rain Forest Restaurant, Inc.

The name and address of the registered agent, registered office, and principal office is:

C. Allen Ambrose, 5020 - 38th Avenue North, St. Petersburg, Florida  
33710.



C. Allen Ambrose  
Vice President  
October 1, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0202(B), FLORIDA STATUTES.



C. Allen Ambrose  
October 1, 1999