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March 26, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

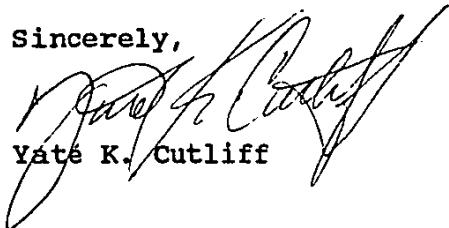
Re: Incorporation of
ENTREPRENEURS FOR RECREATION AND ENTERTAINMENT, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 867-3116 during business hours.

Sincerely,


Yate K. Cutliff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
ENTREPRENEURS FOR RECREATION AND ENTERTAINMENT, CORP.

Incompliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

ENTREPRENEURS FOR RECREATION AND ENTERTAINMENT, CORP.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business of this Corporation shall be:

2351 2nd Avenue North, St. Petersburg, Florida 33713

ARTICLE III. MAILING ADDRESS.

The mailing address of this Corporation shall be:

P.O. BOX 16295, St. Petersburg, Florida 33733

ARTICLE IV. PURPOSE.

The general purposes for which the Corporation is organized are the following:

1. To provide entertainment and recreational services to the general public; and

2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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TALLAHASSEE, FLORIDA

ARTICLE V. AUTHORIZED SHARES.

The aggregate number of shares of all classes which the Corporation is authorized to issue is Five Hundred (500) shares of Common Shares, of which Three Hundred (300) common shares, \$.10 par value, shall be designated as "Class A Shares" and Two Hundred (200) common shares, \$.10 par value, shall be designated "Class B Common Shares". Class A Common are voting share and shall be retained by the officers and directors of the corporation. Class B Common are nonvoting shares. In all other respects the two classes of Common Shares shall be identical.

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 2351 2nd Avenue North, St. Petersburg, Florida 33713.

The initial registered agent for the Corporation at that address is MELODY THOMAS.

ARTICLE VII. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 3 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
<u>JAMES IVERY</u>	<u>4426 13TH AVENUE SOUTH, ST. PETERSBURG, FL 33711</u>
<u>LAWANNA STEWART</u>	<u>3100 36TH ST. S., #21, ST. PETERSBURG, FL 33713</u>
<u>MELODY THOMAS</u>	<u>2351 2ND AVENUE NORTH, ST. PETERSBURG, FL 33713</u>

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these articles of incorporation is:

Name	Address
<u>JAMES IVERY</u>	<u>4426 13TH AVENUE SOUTH, ST. PETERSBURG, FL 33711</u>
<u>LAWANNA STEWART</u>	<u>3100 36TH ST. S., #21, ST. PETERSBURG, FL 33713</u>

MELODY THOMAS 2351 2ND AVENUE NORTH, ST. PETERSBURG, FL 33713

ARTICLE IX. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE X. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have), executed these Articles of incorporation this 25th day of March, 1997

Signature(s) of the incorporator(s)

James B. Ivery
Signature

JAMES IVERY
name of incorporator signing

Lawanna Stewart
Signature

LAWANNA STEWART
name of incorporator signing

Melody Thomas
Signature

MELODY THOMAS
name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the 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.

1. The name of the corporation is:

ENTREPRENEURS FOR RECREATION AND ENTERTAINMENT, CORP.

2. The name and address of the registered agent and office is:

MELODY THOMAS
2351 2ND AVENUE NORTH
ST. PETERSBURG, FL 33713

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Melody P Thomas

Date

March 25, 1997

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