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ACCOUNT NO. : 072100000032

REFERENCE : 633206 6475A

AUTHORIZATION : Patricia Kyzus

COST LIMIT : \$ 122.50

ORDER DATE : December 12, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 633206-005

CUSTOMER NO: 6475A

300002370553--3

CUSTOMER: Adele I. Stone, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street
Hollywood, FL 33020

RECEIVED

97 DEC 12 AM 11:36

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: 429 LINCOLN RETAIL INC.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

g 12/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 PM 12:52

ARTICLES OF INCORPORATION

OF

429 LINCOLN RETAIL INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 PM 12:52

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is 429 LINCOLN RETAIL INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is:

4100 North 28th Terrace
Hollywood, Florida 33021

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is Adele I. Stone, Esquire.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Shaul Zislin
4100 North 28th Terrace
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10 day of December, 1997.

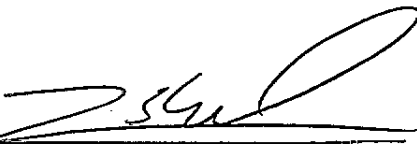


Shaul Zislin
Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That 429 Lincoln Retail Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4100 North 28th Terrace, City of Hollywood, State of Florida, has named Adele I. Stone, located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

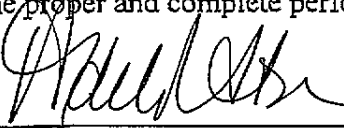
SIGNATURE: 
Shaul Zislin

TITLE: Incorporator

DATE: 12/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 PM 12:52

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.

SIGNATURE: 
Adele I. Stone, Esquire
Registered Agent

DATE: 12/12/97