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REFERENCE : 795960 6469B
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 27, 1998
ORDER TIME : 9:36 AM
ORDER NO. : 795960-005
CUSTOMER NO: 6469B

CUSTOMER: Marlis Spear, Legal Asst
MAGUIRE VOORHIS & WELLS, P.A.
200 South Orange Avenue
Suite 3000
Orlando, FL 32802

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-04/27/98--01023--022
****122.50 ****122.50

DOMESTIC FILING

NAME: MARTINI HOLDINGS III, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 AM 11:48

g 4/27/98

RECEIVED
98 APR 27 AM 11:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARTNI HOLDINGS III, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 AM 11:48

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Martni Holdings III, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5401 Kirkman Road, Suite 725, Orlando, Florida 32819, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 5401 Kirkman Road, Suite 725, Orlando, Florida 32819. The initial registered agent of the Corporation at the registered office shall be Rashid A. Khatib.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Zahi W. Khouri, Chairman	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Rashid A. Khatib	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Randall Hodge	5401 Kirkman Road Suite 725 Orlando, Florida 32819

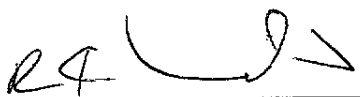
ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Rashid A. Khatib	5401 Kirkman Road Suite 725 Orlando, Florida 32819

Executed this 21st day of April, 1998.



Rashid A. Khatib, Incorporator

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DIVISION OF CORPORATIONS
98 APR 27 AM 11:48

ACCEPTANCE OF REGISTERED AGENT

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.



Rashid A. Khatib,
Registered Agent

Date: April 21, 1998