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JACK ANDREW BAXTER, JR.

FILED

Attorney at Law
4530 North Federal Highway
Fort Lauderdale, Florida 33308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

954-772-4460
954-771-0925 (Fax)

August 31, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Circus Maximus, Inc.

Gentlemen:

Enclosed for filing please find an original and one copy of the Articles of Incorporation of Circus Maximus, Inc.. Also enclosed please find my Trust Account check #2109 in the amount of \$78.75 representing the filing fee. After the Articles have been filed please return them to my office.

If you should have any questions regarding this please do not hesitate to contact my office.

Very truly yours,

JAB

JACK A. BAXTER, JR.

JAB/sm
Enclosures

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ARTICLES OF INCORPORATION

OF

**CIRCUS MAXIMUS, INC.,
A FLORIDA CORPORATION**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is CIRCUS MAXIMUS, INC.

ARTICLE II
ADDRESS

The mailing address of the Corporation is:
700 Orton Avenue, Suite 109
Fort Lauderdale, FL 33304

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 700 Orton Avenue, Suite 109, Fort Lauderdale, Florida 33304, and the name of the initial Registered Agent of the Corporation at that address is Stephen A. Chomas.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director(s) to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Stephen A. Chomas	700 Orton Avenue, Suite 109 Fort Lauderdale, FL 33304

ARTICLE VIII
INCORPORATOR

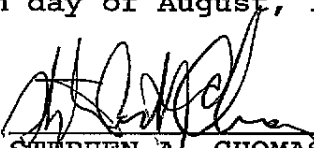
The names and addresses of the persons signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Stephen A. Chomas	700 Orton Avenue, Suite 109 Fort Lauderdale, FL 33304

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of August, 1999.


STEPHEN A. CHOMAS
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

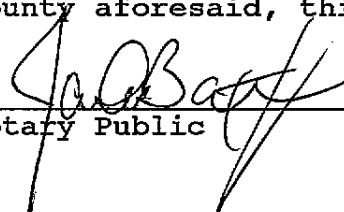
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN A. CHOMAS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of August, 1999.

My Commission expires:


Notary Public

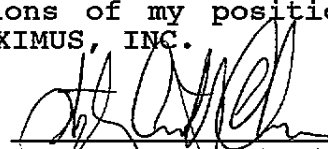


Jack A. Baxter, Jr.
MY COMMISSION # CC619548 EXPIRES
April 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of CIRCUS MAXIMUS, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of CIRCUS MAXIMUS, INC.

Date: 8/30/99


STEPHEN A. CHOMAS
Initial Registered Agent