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MERRILL & POLLACK

Attorneys at Law

A Partnership of Professional Associations

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January 26, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Fl 32399

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-02/02/00--01084--007
*****70.00 *****70.00

Re: Chanterelle on the Mountain, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also, please find enclosed a check in the amount of \$70.00 as the fee for filing the corporation.

Kindly return the copy hereof to me in the enclosed self-addressed stamped envelope.

Thanking you in advance for your cooperation.

Very truly yours,

GARY W. POLLACK

GWP/ss
Encl.

FILED
00 FEB -2 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 3258
PH 2/4/2000

ARTICLES OF INCORPORATION
OF
CHANTERELLE ON THE MOUNTAIN, INC.

FILED
00 FEB -2 PM 3: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CHANTERELLE ON THE MOUNTAIN, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Two Hundred Seventy Thousand (270,000) shares of common stock, each share having the par value of One Cent (.1¢).

ARTICLE V - ADDRESS

The mailing address for this corporation is 1320 South Dixie Highway, Suite 1100, Coral Gables, Fl 33146. The initial registered office of this corporation 1320 S. Dixie Highway, Suite 1100, Coral Gables, Fl 33146.

The name and address of the initial Registered Agent is Gary W. Pollack, 1320 S. Dixie Highway, Suite 1100, Coral Gables, Fl 33146.

ARTICLE VI - DIRECTORS

is: The corporation shall have One (1) director. The director
Gary W. Pollack
1320 S. Dixie Highway
Suite 1100
Coral Gables, Fl 33146

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to other. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE VIII - SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows:

Gary W. Pollack
1320 S. Dixie Highway
Suite 1100
Coral Gables, Fl 33146

ARTICLE IX. OFFICERS

The name and address of the initial officers of this corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President: Gary W. Pollack
1320 S. Dixie Highway
Suite 1100
Coral Gables, Fl 33146

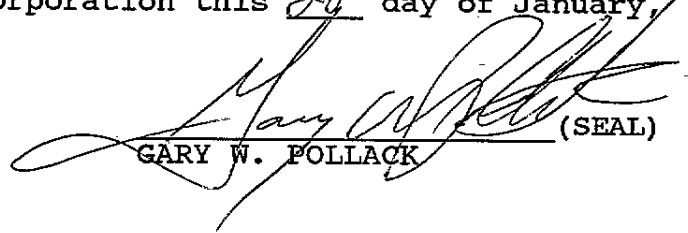
Vice President: Gary W. Pollack
1320 S. Dixie Highway
Suite 1100
Coral Gables, Fl 33146

FILED

00 FEB -2 PM 3: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

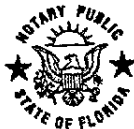
IN WITNESS WHEREOF, the undersigned subscriber has executed
the foregoing Articles of Incorporation this 28 day of January,
2000.


GARY W. POLLACK (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

Before me, personally appeared, GARY W. POLLACK, to me well
known to me to be the individual described in and who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the county and state above named
this 28 day of January, 2000.



Alicia I Samitier
My Commission CC599689
Expires November 7 2000

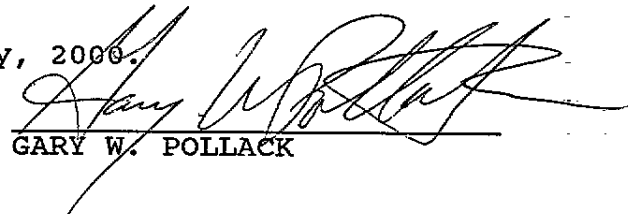

NOTARY PUBLIC, STATE OF FLA.

My commission expires:

ACCEPTANCE

I certify that I am a permanent resident of Dade County,
Florida, whose place of residence and post office address are as
set forth above. I accept the foregoing designation as Registered
Agent.

Dated this 28 day of January, 2000.


GARY W. POLLACK