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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 19 PM 5:40

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

SUBJECT: HOT ROCKS INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HOT ROCKS INC
Name (Printed or typed)

4262 NORTHLAKE BLVD #416
Address

PALM BEACH GARDENS, FL 33410
City, State & Zip

561-630-5869
Daytime Telephone number

300003295253--0
-06/19/00--01065--016
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

Jul 22/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 JUN 19 PM 5:40

OF

HOT ROCKS INC

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HOT ROCKS INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4262 NORTHLAKE BLVD #416
PALM BEACH GARDENS, FL 33410

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The corporation is authorized to issue 1000 shares of common stock having \$1.00 (one dollar) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tom Karras
4262 NORTHLAKE BLVD #416
PALM BEACH GARDENS, FL 33410

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Lori Karras-President
4262 Northlake Blvd #416
Palm Beach Gardens, Fl 33410**

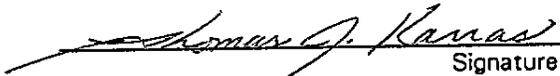
**Tom Karras-Vice President
4262 Northlake Blvd #416
Palm Beach Gardens, Fl 33410**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

14 day of June, 2000.



Signature



Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: HOT ROCKS INC

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

Tom Karras

(Name)

4262 Northlake Blvd #416

(P.O. Box not acceptable)

Palm Beach Gardens, Fl 33410

(City/State/Zip)

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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.

Thomas J. Karras
(Signature)