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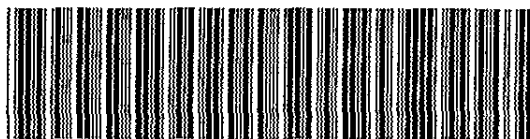
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Melbourne, Florida 32940
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Melbourne/Palm Bay

February 17, 2003

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

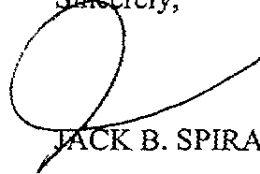
Re: RIVER'S EDGE INN, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,



JACK B. SPIRA

JBS/ses
Encls.

**ARTICLES OF INCORPORATION
OF
RIVER'S EDGE INN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscribers to these Articles of Incorporation, natural persons, competent to contract, form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: RIVER'S EDGE INN, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 4660 S. US HIGHWAY 1, GRANT, FLORIDA 32949.

The name and address of the initial registered agent of this corporation is:
STEPHEN E. SPIRA, ESQ., 5205 BABCOCK STREET, NE, PALM BAY, FLORIDA
32905.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The names and addresses of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DON ANJAL	4660 S. US HIGHWAY 1 GRANT, FLORIDA 32949
SHARON NARDELLA ANJAL	4660 S. US HIGHWAY 1 GRANT, FLORIDA 32949
ED NARDELLA	4660 S. US HIGHWAY 1 GRANT, FLORIDA 32949

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DON ANJAL	4660 S. US HIGHWAY 1 GRANT, FLORIDA 32949

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	DON ANJAL
Vice President	-	ED NARDELLA
Treasurer	-	SHARON NARDELLA ANJAL
Secretary	-	DON ANJAL

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

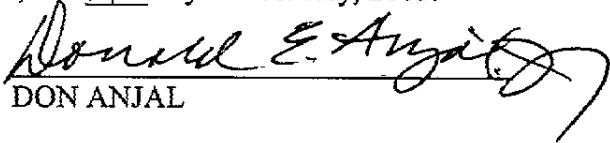
Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

(signature blocks on the following page)

IN WITNESS WHEREOF, the undersigned subscribing incorporator has
executed the Articles of Incorporation, this 14th day of February, 2003.

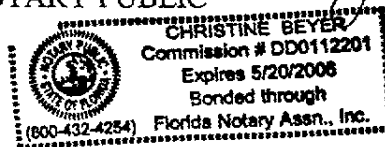

DON ANJAL

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in
the aforementioned State and County to take acknowledgments and administer oaths,
personally appeared, DON ANJAL, who is personally known to me to me known to be
the person described in and executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
14th day of February, 2003.


NOTARY PUBLIC



DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of RIVER'S EDGE INN, INC.

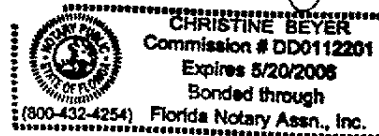

STEPHEN E. SPIRA, ESQ.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, STEPHEN E. SPIRA, who presented Florida Driver's License as identification and executed the foregoing Designation of registered Agent and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of February, 2003.


NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA