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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM

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FROM: RUDNICK & WOLFE
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FOG PASADENA, INC.

FAX AUDIT NUMBER: H95000000572

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5 Pages

ARTICLES OF INCORPORATION
OF
FOG PASADENA, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.
Name

The name of the Corporation is FOG PASADENA, INC.

II.
Term of Existence

The Corporation's existence will commence on January 12, 1994, in accordance with the provisions of Section 607.0203(1) of the Act and the Corporation will have perpetual existence thereafter.

III.
Mailing Address and Principal Office

The initial mailing address and principal office of the Corporation is 8931 North Florida Avenue, Tampa, Florida 33604.

IV.
Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

Prepared By: Mark E. Miller
Florida Bar #0436097
Rudnick & Wolfe
101 E. Kennedy Blvd., Ste. 2000
Tampa, FL 33602
(813) 229-2111

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V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602-5133, and the name of its initial registered agent at such address is Mark H. Miller.

VI.

Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Leonard G. Levin	8931 North Florida Avenue Tampa, Florida 33604
Mark O. Hackner	8931 North Florida Avenue Tampa, Florida 33604
Mitchell P. Rice	8931 North Florida Avenue Tampa, Florida 33604

VII.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Mark H. Miller	101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

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VIII.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

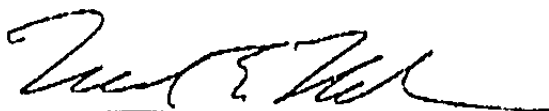
XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

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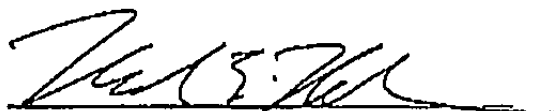
Incorporation on January 12, 1995.



Mark E. Miller
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mark E. Miller

Dated: January 12, 1995

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