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Edward A. Kerben

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Orlando, Florida 32803

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RECEIVED
TALLAHASSEE, FLORIDA
MAR 20 AM 9:09

March 13, 1995

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RECEIVED
TALLAHASSEE, FLORIDA
MAR 20 AM 9:09

Re: COSMIC VENTURES, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
TOTAL:	122.50

Please return the certified copy to this office. Thank you for your attention as to this matter.

Very truly yours,



Edward A. Kerben, Esquire

EAK/lh

Enclosures

3/21/95
TS

ARTICLES OF INCORPORATION

OF

COSMIC VENTURES, INC.

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be COSMIC VENTURES, INC.

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be operating a restaurant and sports club and any other lawful business.

2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 10959 LANESBORO COURT, ORLANDO, FLORIDA 32825.

ARTICLE IV -- CAPITAL STOCK

The capital stock of this corporation shall consist of 100 shares of common stock with a par value of \$5.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is MICHAEL SCHNAITTER, 512 EAST SEMORAN BOULEVARD, CASSELBERRY, FLORIDA 32707.

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

MICHAEL SCHNAITTER
512 EAST SEMORAN BOULEVARD
CASSELBERRY, FLORIDA 32707

RECEIVED
FEB 20 11 59 AM '69
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator is:

MICHAEL SCHNAITTER
512 EAST SEMORAN BOULEVARD
CASSELBERRY, FLORIDA 32707

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporate convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.


The undersigned have executed these Articles of Incorporation this 15 day of March, 1995.


MICHAEL SCHNAITTER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15 day of March, 1995, by MICHAEL SCHNAITTER, who is personally known to me or who did produce N/A as identification and who did take an oath.

NOTARY PUBLIC

Sign 
Print Edward A. Kerben
State of Florida at Large (Seal)
My Commission Expires:



EDWARD ALAN KERBEN
MY COMMISSION # CC 227805 EXPIRES
September 19, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida:

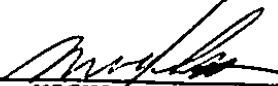
1. The name of the corporation is COSMIC VENTURES, INC.
2. The name and address of the registered agent and office is MICHAEL SCHNAITTE, 512 E. SEMORAN BLVD., CASSELBERRY, FL 32707.

DATE: March 15, 1995

By: 
MICHAEL SCHNAITTE
Incorporator/Director

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.

DATE: March 15, 1995

By: 
MICHAEL SCHNAITTE
Registered Agent

P95 0000 2248 /

COSMIC VENTURES, INC.
512 East Semoran Blvd.
Casselberry, FL 32707
(407) 260-1011

August 31, 1995

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

3000001588253
-09/19/95--01064--030
*****\$2.50 *****\$2.50


Re: Articles of Amendment

Dear Sirs,

Enclosed are the Articles of Amendment of Cosmic Ventures, Inc. I have enclosed a check payable to the Department of State in the amount of \$ 52.50. Please forward a certified copy of the amendment to the above address.

Thank you for your assistance in this matter.

Sincerely,



Timothy B. Cary
President

Amend
NFS 9-22

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COSMIC VENTURES, INC.**

FILED
1995 SEP 18 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

Amendments adopted:

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 512 East Semoran Boulevard, Casselberry, Florida, 32707.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The name and address of the amended registered agent is TIMOTHY B CARY, 512 East Semoran Boulevard, Casselberry, Florida 32707.

ARTICLE VI-DIRECTORS

The name and address of the amended Board of Directors is:

TIMOTHY B CARY AND CHRISTINE CARY
512 East Semoran Boulevard
Casselberry, Florida 32707

The undersigned have executed these Articles of Amendments on this 21 day of July, 1995. The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 21 of July, 1995.



Timothy B Cary (Chairman & President)

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


Pursuant to the provisions of Section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent/registered office, in the State of Florida.

The name of the corporation is COSMIC VENTURES, INC.

The name and address of the registered agent/registered office is:

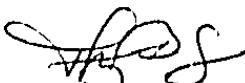
TIMOTHY B CARY
512 East Semoran Boulevard
Casselberry, Florida 32707

Date: July 21, 1995

By: 
Timothy B Cary (Director/President)


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.

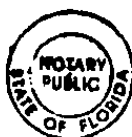
Date: July 21, 1995

By: 
Timothy B Cary (Registered Agent)

Sworn to and subscribed before me this

21st day of July, 1995


Personally Known



LOIS E. BROWN
My Comm Exp. 5-15-96
Bonded By Service Ins. Co.
No. CC195410