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LAW OFFICES OF BRIAN R. MCCOMB, P.A.
1441 NORTHWEST NORTH RIVER DRIVE
MIAMI, FLORIDA 33125
(305) 324-7908
FAX (305) 324-7504

May 1, 1995

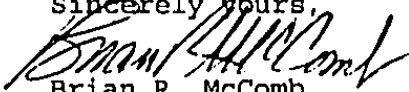
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Slush Fun, Inc.

Dear Sirs,

I have enclosed the Articles of incorporation for Slush Fun, Inc., and check number 2298 in the amount of one hundred twenty two and fifty cents (\$122.50) to cover the cost of the incorporation.

Sincerely yours,


Brian R. McComb

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CERTIFICATE OF INCORPORATION

-OF-

SLUSH FUN, INC.

WE, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporations for Profit.

ARTICLE ONE

The Name of the Corporation shall be **SLUSH FUN, INC.**

ARTICLE TWO

The Corporation is organized for the following purposes:

a. To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business for the purpose building, erecting, altering, repairing, or doing any other work in connection with any and all class of building and improvements of any kind and nature whatsoever: to enter into contracts and arrangements of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried on in connection with the above-described businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights; to

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own, hold, buy, control, work, develop, sell, convey, lease, pledge, maintain, mortgage, exchange, cultivate, subdivide, improve, and otherwise deal in and dispose of real estate, goods, wares, merchandise and property of any and every class and description; to borrow and lend money, to own stock in any other corporation; to evidence and secure its indebtedness and to do and perform any and all other acts which may be desirable for carrying out the interests, intents and purposes of this company.

b. To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, production and commodities of every sort, kind of description; to open stores, offices or agencies throughout the United States or elsewhere; to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into partnerships or into any arrangement for sharing profits, union interests, reciprocal concessions, or cooperate with any persons or companies; to transact any and all business lawful under the laws of the State of Florida or of the United States of America.

ARTICLE THREE

The Corporation is authorized to have 500 shares of stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that which the Corporation shall begin business with shall not be less than FIVE HUNDRED DOLLARS.

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principal place of business for this corporation shall be 955 SHOTGUN ROAD, SUNRISE, FLORIDA 33326.

ARTICLE SEVEN

The number of Directors shall not be less than ONE.

ARTICLE EIGHT

The Names and Post Office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successors are elected and have qualified, are:

Raul Piedra, Jr. 771 N.W. 101 Terrace Plantation, Florida 33324

Donald L. Davis 11130 N.W. 26th Drive Coral Springs, Florida 33065

John L. Ribando 634 1st Avenue S.E. Le Mars, Iowa 51031

James J. Sramek 433 Gateford Drive Ballwin, Missouri 63021

ARTICLE NINE

The Names and Addresses of the Subscribers to the Certificates of Incorporation are:

Raul Piedra, Jr. 771 N.W. 101 Terrace Plantation, Florida 33324

Donald L. Davis 11130 N.W. 26th Drive Coral Springs, Florida 33065

ARTICLE TEN

The Registered Agent for said Corporation is:

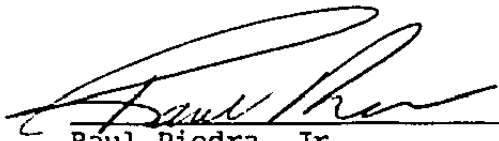
Brian R. McComb

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Forth in the Florida Statutes, applicable to Corporations for Profit.

WE THE UNDERSIGNED, being the original Subscribers to the Capital Stock hereinabove named for the purpose of Forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set my hand and seal this 24th day of

April, 1995.

 (Seal)
Raul Piedra, Jr.

 (Seal)
Donald L. Davis

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

ON THIS DAY, BEFORE ME, appeared:

Raul Piedra, Jr.
Donald L. Davis

the Parties to the foregoing Certificate of Incorporation known to me personally to be such, and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly Set Forth.

WITNESS my hand and Notarial Seal at
Florida on this 31st day of April, 1995.

Deborah Bell
Notary Public-State of Florida
at Large
Deborah Bell

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 25, 1995
BONDED WITH CASH IN HAND.

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That **SLUSH FUN, INC.**, desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the
articles of incorporation at Sunrise, Broward County, State of
Florida has named **Brian R. McComb**, located at 1441 N.W. N River
Drive, Miami, Florida 33125, Dade County, Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: *Brian R. McComb*

Registered Agent

Prepared By:

BRIAN R. MCCOMB
Attorney at Law
Florida Bar No.: 174866
1441 N.W. N. River Drive
Miami, Florida 33125
Tel: (305) 324-7908

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