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SAROUKOS ENTERPRISES, INC.

1368 Hillside Drive
Tarpon Springs, Florida 34689

Telephone 813-834-8600
Fax 813-834-0863

May 24, 1995

Jim Smith, Secretary of State
Florida Department Of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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Enclosed are the Articles of Incorporation for Saroukos Enterprises, Inc. We are requesting the certificate of existence and any certificates needed for a corporation.

Should you have any questions regarding this matter you may contact our office at (813) 934-8600.

Sincerely,

Saroukos Enterprises, Inc.



Stella Saroukos
Vice President

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAROUKOS ENTERPRISES, INC.

The undersigned incorporate, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE I

The name of the Corporation shall be SAROUKOS ENTERPRISES, INC.

ARTICLE II

The Corporation shall be entitled to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be ONE THOUSAND (1000) shares of ONE DOLLAR(\$1.00) par value, all of which shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this Corporation shall begin business is ONE THOUSAND (\$1,000.00) dollars.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office shall be 1368 Hillside Drive, Tarpon Springs, Florida 34689.

ARTICLE VII

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire board shall not be less than one (1).

ARTICLE VIII

The name and street address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified, are as follows: and incorporators

NAME:	ADDRESS:	OFFICE:
Margaret Saroukos	1368 Hillside Drive Tarpon Springs, Fl	President/Treasurer
Stella Saroukos	2684 Warm Springs Way Palm Harbor, Fl	V. President/Secretary

ARTICLE IX

The name and address of the Registered Agent in charge of the Corporation's registered office is MARGARET SAROUKOS. The address of the registered agent of the Corporation is 1368 Hillside Drive, Tarpon Springs, Florida 34689.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

No present or future shareholder of the corporation or his executor, administrator, or personal representative, shall encumber or dispose of the stock of the corporation which he now owns or may hereafter acquire, except as follows:

1. Any such shareholder may transfer any part or all of such stock by testate direction or intestate distribution at the time of his death to or for the benefit of any person or persons, or by gift to, or in trust for the benefit of, himself, his spouse, his parents, or any descendant or descendants of his. In case of any such transfer, the legatees, heirs, next of kin, donee, or other transferees shall receive and hold such stock subject to the restrictions on encumbrance and disposition set forth in Article XI of the Articles of Incorporation.

2. Any such share holder who desires to sell all or any part of such stock shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such shareholder pursuant to a bona fide written offer that is acceptable to the offeree. The corporation shall have for ten (10) days after its receipt of such written offer to accept such offer. If, within such ten-day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereon, immediately following the termination of said offer as to the corporation, the said offer shall be deemed without further

writing to have been renewed and reinstated as to such of the other shareholders of the corporation as are then employed by the corporation and such shareholders as are then employed by the corporation shall have the option for thirty (30) days after the termination of the corporation's option to purchase such part or all of the stock which the offering shareholder by a bonafide prospective purchaser of such shares.

If more than one shareholder is then employed by the corporation, they may exercise such option in such proportion between themselves as they may agree, and if they do not so agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of such shares as corresponds to a fraction in which the numerator is the number of shares then owned by such shareholder, and the denominator is the total number of share then owned by all of the then employed shareholders who wish to purchase shares; provided, however, that no shareholder shall have the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such option, by one or more of the then employed shareholders.

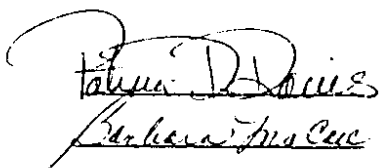
If the option is not exercised within the aforesaid thirty-day period, then the shareholder so desiring to sell part or all of his stock shall have the right for a period ending on the sixteenth day after the expiration of the aforesaid thirty-day period, to sell such stock to, and only to, the

aforesaid bonafide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the corporation and/or to the then employed shareholders. Upon the expiration of such sixty-day period, if such shareholders does not sell such stock, all of the restrictions imposed by this article XI of the Articles of Incorporation shall apply to all of the stock owned by such shareholder.

To accept an offer, an offeree shall give written notice of such acceptance to the offeror in person or by depositing such notice in the United States mail, first class, postage paid, addressed to the officer at the address given in the offer.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, had hereunto set his hand and seal this 23rd day of May, 1995, for the purpose of forming this Corporation to do business both within and without the State of Florida, in pursuance of the Corporation laws of the State of Florida, these Articles of Incorporation and certify that the facts herein are true.

WITNESS:


Barbara Proctor


MARGARET SAROUKOS

IN WITNESS WHEREOF, the undersigned, being the original

subscribers to the capital stock hereinafter named, has hereunto set his hand and seal this 23rd day of May, 1995, for the purpose of forming this Corporation to do business both within and without the State of Florida, in pursuance of the corporation laws of the State of Florida, these Articles of Incorporation and certify that the facts herein are true.

WITNESS:

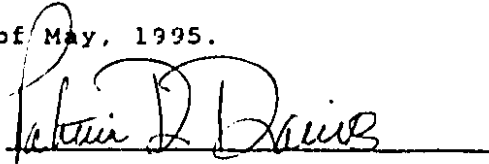
Patricia D. Davis
Barbara A. McCann

Stella Saroukos
STELLA SAROUKOS

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared this day, MARGARET SAROUKOS, who, after being duly cautioned and sworn, deposes and says that she is the individual who executed the foregoing Articles of Incorporation for the ses and purposes therein expressed.

WITNESS my hand and official seal in the County and State
last aforesaid this 23rd day of May, 1995.



Patricia D. Davis, Notary Public
State of Florida at large.

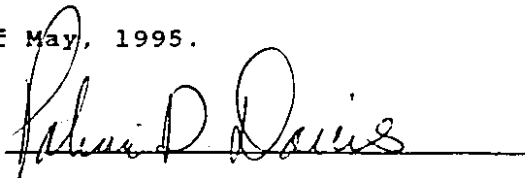
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 05/31/97
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared
this day, STELLA SAROUKOS, who after being duly cautioned and
sworn, deposes and says that she is the individual who executed
the forgoing Articles of Incorporation for the uses and purposes
therein expressed.

WITNESS my hand and official seal in the County and State
last aforesaid the 23rd day of May, 1995.



Patricia D. Davis, Notary Public
State of Florida at large.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 05/31/97
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, MARGARET SAROUKOS, HEREBY ACCEPT THE RESPONSIBILITY OF
BEING REGISTERED AGENT FOR SAROUKOS ENTERPRISES, INC. MY OFFICE
ADDRESS IS 1368 HILLSIDE DRIVE, TARPON SPRINGS, FLORIDA, 34689.
My telephone number is 813/934-8600.



MARGARET SAROUKOS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA