

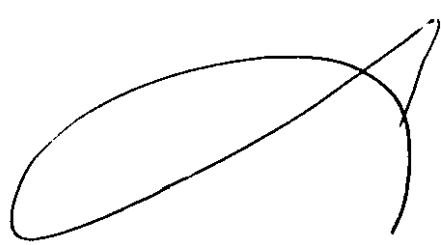
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FOG MAJESTIC, INC.
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**ARTICLES OF INCORPORATION
OF
FOG MAJESTIC, INC.**

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 MAJESTIC, INC.

II.

Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.

Mailing Address and Principal Office

The initial mailing address and principal office of the Corporation is 1745 West Fletcher Avenue, Tampa, Florida 33612.

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: Kirsten Woodruff
Florida Bar #0509647
Rudnick & Wolfe
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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 David A. Beyer.

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	1745 West Fletcher Avenue Tampa, Florida 33612
Mark O. Hackner	1745 West Fletcher Avenue Tampa, Florida 33612
Mitchell F. Rice	1745 West Fletcher Avenue Tampa, Florida 33612

VII.**Incorporator**

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

<u>Name</u>	<u>Address</u>
Mark O. Hackner	1745 West Fletcher Avenue Tampa, Florida 33612

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

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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 Incorporation on June 12, 1995.



Mark O. Hackner
Incorporator

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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.

Dated: 6-15, 1995


David A. Beyer

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