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SEC. OF STATE

DIVISION OF CORPORATIONS

409 E. GAINES ST.

TALLAHASSEE, FL 32399

JUNE 22, 1995

ENCLOSED PLEASE FIND ARTICLES
OF INCORPORATION FOR "A WING AND A
PRAYER, INC.". ATTACHED IS A CHECK
FOR \$122.50 TO COVER THE FEE TO
RECEIVE A CERTIFIED COPY.

THANK YOU,

DANIEL A. DOUGHERTY

PRESIDENT

3181 NE 183 ST.

N. MIAMI BEACH, FL

33179

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**ARTICLES OF INCORPORATION
OF
A WING AND A PRAYER INC.**

**ARTICLE I
NAME**

The name of this corporation shall be A WING AND A PRAYER INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 2181 NE 183rd Street, North Miami Beach, FL 33179.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2181 NE 183rd Street, North Miami Beach, FL 33179 and the name of the initial registered agent is Danie A. Dougherty.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Directors are: Daniel A. Dougherty and Marsha S. Soffer.

The mailing addresses of the Directors are: Daniel A. Dougherty, 2181 NE 183rd Street, North Miami Beach, FL 33179 and Marsha S. Soffer, 2875 NE 191 Street, Suite 400, Aventura, FL 33180.

ARTICLE IX
INCORPORATOR

The name and address of the persons signing these Articles as Incorporators are Daniel A. Dougherty, 2181 NE 183rd Street, North Miami Beach, FL 33179 and Marsha S. Soffer, 2875 NE 191st Street, Suite 400, Aventura FL 33180.

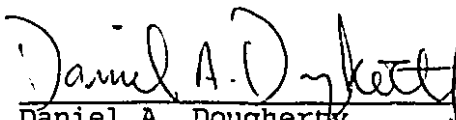
ARTICLE X
BY-LAWS

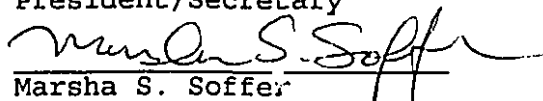
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22nd day of June, 1995.


Daniel A. Dougherty
President/Secretary

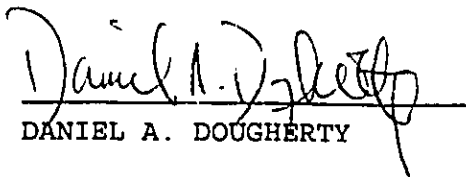

Marsha S. Soffer
Vice President/Treasurer

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 22nd DAY OF JUNE, 1995.

BY:


DANIEL A. DOUGHERTY

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