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FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135--
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARTINER HOLDINGS, IN.
FAX AUDIT NUMBER: H95000009463
DATE REQUESTED: 08/25/1995
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARINER HOLDINGS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MARINER HOLDINGS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1250 SW 102 AVENUE, PEMBROKE PINES, FL 33025.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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ARTICLE VII


The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

ABRAHAM PARDES - 1250 SW 102 AVENUE - PEMBROKE PINES, FL 33025
(PRESIDENT/SECRETARY/TREASURER/DIRECTOR)

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Empire Corporate Kit of America, Inc.
1492 W. FLAGLER ST #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 25TH day of AUGUST, 1995.



Incorporator
Ray Stormont for
Empire Corporate Kit of
America, Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

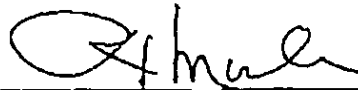
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that MARINER HOLDINGS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named RONALD J. MARLOWE
(Name of Registered Agent)
located at 2601 S. BAYSHORE DR. 19TH FLOOR
City of MIAMI County of DADR
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE



Registered Agent

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95 AUG 28 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000066240
MoonPi, Inc.

824 E. Vine Street
Kissimmee, FL 34744
(407) 870-9005
FAX 870-0007

September 4, 1996

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

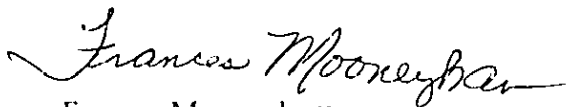
RE: *MoonPi, Inc.* Corporate Document #96000066240

As of this date the Corporate Office for *MoonPi, Inc.*, has changed. Please adjust your records accordingly.

MoonPi, Inc.
824 E. Vine Street
Kissimmee, FL 34744
PH: (407) 870-9005

Thank you for your assistance in keeping the record up to date.

Sincerely,



Frances Mooneyham
CEO

with
9.10.96