

FILED
96 MAR 11 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHIP MASTER INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHIP MASTER INC.

The address of the principal office of this corporation shall be 1250 Northeast 26 Terrace, Pompano Beach, Florida 33062, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas P. Foley	1250 Northeast 26 Terrace
	Pompano Beach, Florida 33062

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on March 11, 1996.

Laura R. Dunlap
Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

CLD

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000022124



ACCOUNT NO. : 072100000032

REFERENCE : 817827 7102198

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 35.00

ORDER DATE : OCTOBER 25, 1996

ORDER TIME : 4:47 PM

700001986967--9

ORDER NO. : 817827

CUSTOMER NO: 7102198

CUSTOMER: Mr. Thomas P. Foley
Mr. Thomas P. Foley
1250 Northeast 26 Terrace

Pompano Beach, FL 33062

DOMESTIC AMENDMENT FILING

NAME: CHIP MASTER INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
96 OCT 28 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS OCT 28 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
CHIP MASTER INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

AVALON ENTERPRISES INTERNATIONAL, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 25th day
of October, 1996.

Corporation Service Company

Deborah D. Skipper
BY: Its Incorporator,
Its Agent, Deborah D. Skipper