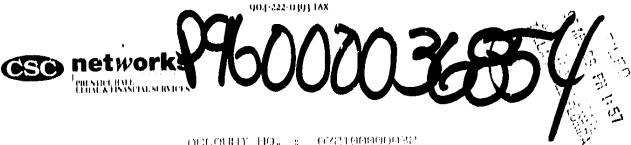
1201 HAYS STREET TALLAHASSEE, FL 12301 904-222-9171

800-342-8006



DOCOURT NO. : COSTOROGOSE

TRITTERRINGE # 934609 A070CA

AUTHORIZATION ::

COST LEGIST : 4 PREPATE

ORDER DATE : April 29, 1996

ORDER TIME : 10:35 AM

ORDER NO. 8 934609

CUSTOMER NO: 80706A

CUSTOMER: John B. Crowther, Esq.

TOHN G. CROWTHER, ESQ

279 E. Graves Avenue Orange City, FL 32783

DOMESTIC FILING

NAME: STINGRAY'S II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

5m00001799745 -04/29/96--0115--015 +****70.00 *****70.00

Jehn 38. Crose-ther.
Altornoy at Law, P.A.
279 East Graves Avenue
Orango City, Florida 32763
(904) 775-6179
FAX (904) 776-7908

April 26, 1996

Secretary of State Divinton of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation (Stingray's 11, Inc.).

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with the original and one (1) copy of the certificate designating registered agent.

It would be most appreciated if you would file said articles and certificate, and return the photocopy (not certified copy) thereof to this office with the date of filing stamped thereon.

Also enclosed please find my office check in the amount of \$70.00 broken down as follows: Filing fee (\$35.00), and registered agent fee (\$35.00).

Thanking you, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

John B. Crowthen

JBC: Encl:as

ARTECLES OF INCORPORATION

QE

STINGRAY'S II, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Suminess Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is STINGRAY'S II, INC.

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, chares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 100 East Ohio ... vejue, DeLand, Florida 32724, and the name of the initial Registered Agent is RONALD W. McNEELEY.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Name

Address

RONALD W. MCNEELEY

446 North Oak Avenue Orange City, FL 32763

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name, this 25th day of April , 1996.

Con ald W. NE Noolay Ronald W. McNeeley

STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared RONALD

W. McNEELEY, who is personally known to me and who executed the foregoing instrument, and he acknowledged that he executed the same for the purposes therein expressed.

april 1996.

Motory Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR LOWICILE FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED

THE FOLLOWING is submitted in compliance with Chapten, 48.091, Florida Statutes (1995), as amended:

STINGRAY'S II, INC., a corroration organizing under the haws of the State of Florida, with its principal office at 100 East Ohio Avenue, Deland, Florida 32724, and its Registered Office at that same address, has named RONALD W. MCNEELEY, as its agent to accept process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-named corporation at the place designated as the Registered Office in this certificate, I horeby accept saud designation and agree to act in this capacity, and further agree to comply with the provisions of said statute relative to keeping open said Registered Office.

DATED this 25th day of Opril, 1996.

Ronald W. McNeele Registered Agent