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LAW OFFICES

MULLEN & BIZZARRO, P.A.

JOSEPH P. MULLEN
DEBORAH L. BIZZARRO

JAMES H. MURRAY, JR.
OF COUNSEL

FILED
96 APR 11 AM
TALLAHASSEE
SUITE 102
2410 E. 1ST COMM. AL BOUTEVILLE
FORT LAUDERDALE, FL 33304
PHONE (904) 777-0106
FAX (904) 777-0106

April 22, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

0000011701210
-04/23/96--01143--011
****122.50 ****122.50

RE: NEW FILINGS
NEPTUNE ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for NEPTUNE ENTERPRISES, INC., with our check in the amount of \$122.50 representing your fee.

Kindly file the Articles and return a copy to our offices above in the enclosed, self-addressed stamped envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

Cindy J. Kindig
Cindy J. Kindig
Secretary to
Deborah L. Bizzarro

DLB/cjk
Enc.

corp/accstatc.

~~W96-9077~~
502.

496 20259

F. CHESSEB MAY 7 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1996

DEBORAH L BIZZARRO ESQUIRE
2419 E COMMERCIAL BLVD
FT LAUDERDALE, FL 33308

SUBJECT: NEPTUNE ENTERPRISES, INC.
Ref. Number: W96000009077

We have received your document for NEPTUNE ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00020259

ARTICLES OF INCORPORATION
OF
NEPTUNE'S KASTLE, INC.

FILED
95 MAY -1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is NEPTUNE'S KASTLE, INC., with its principal office and address being located at 1208 N. Ocean Boulevard, Pompano Beach, Florida 33062, and its mailing address being 1208 N. Ocean Boulevard, Pompano Beach, Florida 33062.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Suite 302, 2419 E. Commercial Boulevard, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Director(s). The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names of the initial Director(s) are: Mark A. Monte, Gary L. Amos and James F. Verrichia.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, Suite 302, 2419 E. Commercial Blvd., Ft. Lauderdale, FL 33308.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 2, 1996.

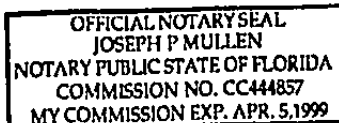
Deborah L. Bizzarro
DEBORAH L. BIZZARRO, INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2nd day of May, 1996, by DEBORAH L. BIZZARRO, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Joseph P. Mullen
Notary Public
Print Name: _____

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1991), the following is submitted:

That, NEPTUNE'S KASTLE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Deborah L. Bizzarro, as its agent to accept service of process within the State of Florida.

Dated: May 2, 1996.


DEBORAH L. BIZZARRO

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: May 2, 1996.


DEBORAH L. BIZZARRO
Registered Agent

FILED
96 MAY -1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA