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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6-6-96
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ARTICLES OF INCORPORATION

OF

SMART CART, INC.

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TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator for a corporation Under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is as follows:
SMART CART, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares at par value of \$1.00 per share, common stock. All of the stocks shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash at a just valuation to be fixed by the Board of Directors of this corporation.
5. This corporation shall commence to exist on the date in which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.
6. The address of this corporation's office is:
2521 8th Avenue S.E.
Naples, Florida 33964

and the name and address of its initial registered agent is:

JOSEPH HUGH O'DONNELL, SS# 146-30-9004
8 Big Oak Lane
Hollywood, Florida 33021

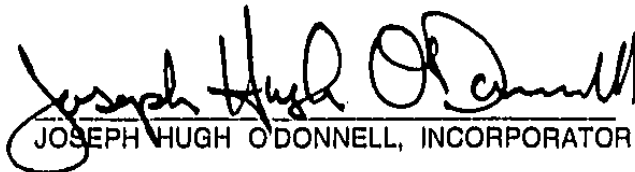
7. The number of directors constituting its initial board of directors shall be TWO (2)
whose names and addresses are as follows:

JOSEPH HUGH O'DONNELL, SS# 146-30-9004
8 Big Oak Lane
Hollywood, Florida 33021

JOHN SHOWALTER, SS# 355-30-2957
2521 8th Avenue S.E.
Naples, Florida 33964

8. The names and addresses of its initial incorporators are as follows:

JOSEPH HUGH O'DONNELL, SS# 146-30-9004
8 Big Oak Lane
Hollywood, Florida 33021

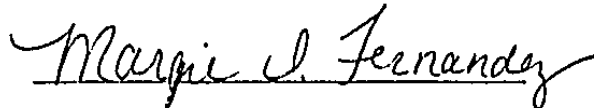

JOSEPH HUGH O'DONNELL, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the Undersigned authority, duly authorized to administer the oaths and take acknowledgements, personally appeared, JOSEPH HUGH O'DONNELL, who, being first duly sworn, deposes and says that he is the person in and who subscribed to the Articles of Incorporation, and that he freely and voluntarily acknowledged before me according to law that he made and subscribed before me the same for the use and purpose therein mentioned and set forth and furthermore, that the above facts are true and correct.

SWORN TO AND SUBSCRIBED before me this 16th day of April, 1996.

FL D/L 034-488-41-084



My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA



MARGIE I. FERNANDEZ
My Commission CC443462
Expires Mar. 06, 1999
Bonded by ANB
800-852-5878

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

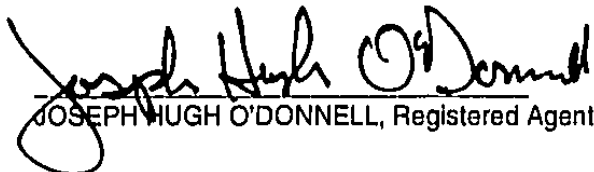
PLACE OF BUSINESS DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA ON BEHALF OF THE CORPORATION SMART CART, INC., IN COMPLIANCE WITH THE SECTION 40.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 2521 8th Avenue S.E., Naples, Florida 33964, has named JOSEPH HUGH O'DONNELL, located at 8 Big Oak Lane, Hollywood, Florida 33021, as its agent, to accept service of process within the State of Florida.

On 16th day of April, 1996.


JOSEPH HUGH O'DONNELL, Vice President

Having been named to accept service of process for SMART CART, INC., at the place designated in this certificate, I hereby agree to comply with the provisions for all statutes relative to the proper and complete performance of my duties.


JOSEPH HUGH O'DONNELL, Registered Agent