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June 10, 1996

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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-06/12/96--01075--014
****122.50 ****122.50

Re: The Houstonian, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of The Houstonian, Inc.. Please time stamp and return the enclosed copy of the Articles to the undersigned. Also enclosed is our check in the amount of \$122.50.

Very truly yours,


Thomas P. McGarrell

TPM:tf
Enclosures

FILED
96 JUN 12 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUN 14 1996

ARTICLES OF INCORPORATION

OF

THE HOUSTONIAN, INC.

FILED
96 JUN 12 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Sultan Z. Sheabar, subscriber to these Articles of Incorporation, is a natural person, competent to contract, to form a corporation under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

ARTICLE I NAME

The name of this corporation is: The Houstonian, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing with the date of filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 1604 Highway A1A, Satellite Beach, Florida 32937.

The name and address of the initial registered agent of this corporation is: Sultan Z. Sheabar, 1604 Highway A1A, Satellite Beach, Florida 32937.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation are:

NAME	ADDRESS
Sultan Z. Sheabar	1604 Highway A1A Satellite Beach, Florida 32937

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Sultan Z. Sheabar	1604 Highway A1A Satellite Beach, Florida 32937

ARTICLE IX - OFFICERS

The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Sultan Z. Sheabar
Secretary	-	Sultan Z. Sheabar
Treasurer	-	Sultan Z. Sheabar

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - RESTRICTION OR TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons and in the amount set opposite their names:

Sultan Z. Sheabar and
Beverly J Whitt JTWROS


- 600 shares

The terms, agreements and times for offering or acceptance for the sale of such shares shall be more specifically defined in the By-Laws of the Corporation.

ARTICLE XII - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed the Articles of Incorporation, this 7th day of June, 1996.



SULTAN Z. SHEABAR

STATE OF FLORIDA

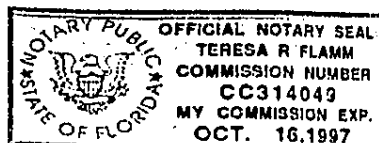
COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared the above signator, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of June, 1996.


Notary Public

My Commission Expires:



ACCEPTANCE TO ACT AS REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, and having been named to accept service of process for the above-stated corporation, at the place designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


REGISTERED AGENT:
SULTAN Z. BHEABAR

6-7-96

DATE:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 12 AM 9:46

FILED