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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DAMON, P.A.

FROM: COONEY, WARD, LESHER &

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET

1555 PALM BEACH LAKES BLVD  
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WEST PALM BEACH FL

33401-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

~~ENTER~~ PARADISE

NAME: ~~ENTER~~ ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000011881

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/26/1996

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NOTE: THIS IS A ~~SECOND~~ ATTEMPT TO SECURE A NAME. PLEASE CONTACT KAREN @ (561) 6898111 if you have any questions or problems. Thank you ...

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*27*  
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08/27/96

ARTICLES OF INCORPORATION

Fax Audit #H96000011881

OF

PARADISE ENTERPRISES, INC.

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: PARADISE ENTERPRISES, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The initial mailing address and principal place of business of this Corporation is: 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401.

PREPARED BY: Conrad Damon, Esq (Florida Bar #272434)  
Cooney, Ward, Leshner & Damon, P.A.  
1555 Palm Beach Lakes Blvd, #1000  
West Palm Beach, FL 33401  
Phone: (561) 689-8111

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**ARTICLE V - STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 5,000 shares of common voting stock.

**ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this Corporation's initial registered

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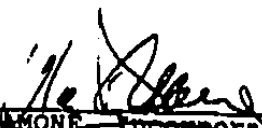
office in Florida is Cooney, Ward, Lusher & Damon, P.A., 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Conrad Damon, Esq.

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:

Name	Address
VIC DAMONE	% Cooney Ward Lusher & Damon, P.A. 1555 Palm Beach Lakes Blvd. #1000 West Palm Beach, Florida 33401

DATED this 22nd day of August, 1996.

  
VIC DAMONE, Incorporator

STATE OF FLORIDA           )  
                                  ) ss:  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared VIC DAMONE, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of August, 1996.

Notary Public

Sign:   
Print: \_\_\_\_\_  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_



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CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named to accept service of process for CHARADE  
ENTERPRISES, INC., at the initial registered office of the  
Corporation in this State designated in its Articles of  
Incorporation, I hereby accept to act in this capacity and agree to  
comply with the provisions of Section 607.0505 Florida Statutes.

Date: August 22, 1996

By:

  
CONRAD DAXON, ESQ.

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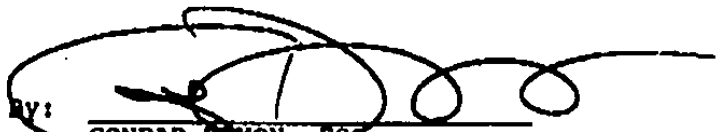
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CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named to accept service of process for PARADISE  
ENTERPRISES, INC., at the initial registered office of the  
Corporation in this State designated in its Articles of  
Incorporation, I hereby accept to act in this capacity and agree to  
comply with the provisions of Section 607.0505 Florida Statutes.

Date: August 27, 1996

By:   
CONRAD DAMON, Esq.

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