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CORPORATE CREATIONS

PAGE 05

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

PHONE: (561)694-8107

FAX #: (561)694-1639

NAME: PONY HAT INC.

AUDIT NUMBER.....H96000015913

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUE..1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Pony Hat Inc.**

Article I. Name

The name of this Florida corporation is:
Pony Hat Inc.

Article II. Address

The mailing address of the Corporation is:
Pony Hat Inc.
7710 Westlake Drive
West Palm Beach FL 33406

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Dianne Griffith
Glenn Griffith

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 12, 1996

Corporate Creations International Inc.

By: _____

Frank A. Rodriguez President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Pony Hut Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: November 12, 1996

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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5/16/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

PHONE: (561)694-8107

FAX #: (561)694-1639

NAME: PONY HAT, INC.

AUDIT NUMBER.....H97000008142

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Pony Hat Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Pony Hat Inc. to PonyHat Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 16, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Pony Hat Inc.

By: F. A. Rodriguez

Print Name: F. A. Rodriguez

Print Title: Assistant Secretary

Date: 5/16/97

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Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 894-8107

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