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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 180072 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 9, 1996

ORDER TIME : 9:14 AM

ORDER NO. : 180072-005

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

400002023244--3
-12/09/96--01021--011
*****70.00 *****70.00

DOMESTIC FILING

NAME: CEA (BOMBAY), INC.

EFFECTIVE DATE:

EFFECTIVE DATE
12-5-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Dmc
12/10/96

FILED
96 DEC -9 AM 10:54 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
HON OF CORPORATION
96 DEC -9 AM 10:52

ARTICLES OF INCORPORATION
OF
CEA (BOMBAY), INC.

FILED

96 DEC -9 AM 10:54

SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

EFFECTIVE DATE

12-5-96

The name of this corporation is CEA (BOMBAY), INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of t corporation and the mailing address of this corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of December 5, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are DAVID A. BURNS, 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are J. PATRICK MICHAELS, JR., 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

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

ARTICLE X.

BYLAWS

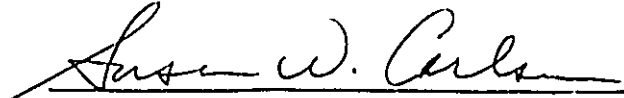
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 6th day of December, 1996.



SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act
in the capacity of Registered Agent for the above corporation and
will comply with the provisions of all statutes relative to the
proper and complete performance of my duties. I am familiar with
and accept the obligations of 607.0505, Florida Statutes.

Dated this 5th day of December, 1996.


DAVID A. BURNS

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