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ACCOUNT NO. : 072100000032
REFERENCE : 235664 90591A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 24, 1997
ORDER TIME : 12:01 PM
ORDER NO. : 235664-005

CUSTOMER NO: 90591A
CUSTOMER: Roma Molinaro, Legal Asst
MICHAEL KAHN, P.A.
482 N. Harbor City Boulevard
Melbourne, FL 32935

300002068373--3
-01/24/97--01033--022
*****70.00 *****70.00

DOMESTIC FILING

NAME: SPECTATOR ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

FILED
97 JAN 24 AM 11: 06
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 24 PM 4: 22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

KR
1-29-97

**ARTICLES OF INCORPORATION
OF
SPECTATOR ENTERPRISES, INC.**

FILED
97 JAN 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Spectator Enterprises, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

David Panicola
116 Atlantic Ave.
Indialantic, FL 32903

Jeffrey McGuire
4590-1 Beck Lake Trail
Melbourne, FL 32901

Richard Higbie
3512 Samuel Place
Melbourne, FL 32934

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is, 116 Atlantic Ave., Indialantic, Florida 32903, and the name of the initial registered agent of this corporation is David Panicola.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

David Panicola
116 Atlantic Ave.
Indialantic, FL 32903

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 21st day of January, 1997.



DAVID PANICOLA

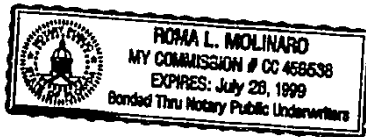
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, DAVID PANICOLA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 21st day of January, 1997.

(Notarial Seal)

Roma L. Molinaro
Notary Public, State of Florida

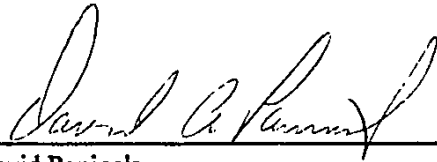


**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 607.0501(3) of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that SPECTATOR ENTERPRISES, INC., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 116 Atlantic Ave., Indialantic, FL 32903, has appointed David Panicola, 116 Atlantic Ave., Indialantic, FL 32903, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.



David Panicola
Registered Agent

FILED
97 JAN 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA