

CHARLES J. PISIECZKO
ATTORNEY AT LAW

3401 49TH STREET NORTH
SAINT PETERSBURG, FLORIDA 33710
TELEPHONE (813) 526-7004
FAX (813) 522-2537

January 28, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

100002084181--2
-02/11/97-01155--004
*****70.00 *****70.00

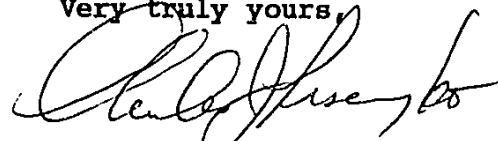
Re: Salty Rebel, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporations for the above referenced corporation along with a check in the amount of \$70.00 to pay for filing the same. Please validate the copy and return it to me at your earliest convenience.

If you require additional information, please do not hesitate to let me know.

Very truly yours,


Charles J. Pisieczko

CJP/dc
Enclosures

FILED
97 FEB 11 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/14/97
A

ARTICLES OF INCORPORATION

OF

SALTY REBEL, INC.

FILED
97 FEB 11 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of corporation under the Florida Business corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is SALTY REBEL, INC.
2. PRINCIPAL OFFICE/ MAILING ADDRESS: The street address of the initial principal office and mailing address is 4300 46th Avenue South, St. Petersburg, Florida, 33711.
3. SHARES: The corporation is authorized to issue one thousand (1,000) shares of One Dollar par value common stock. The shares shall be of a single class.
4. PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by ny share holder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to

exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within within thirty (30) days of receipt of notice from the corporation.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent and office of this corporation is:

Charles J. Pisieczko, Esquire
3401 49th Street North
St. Petersburg, Florida 33710

6. INCORPORATORS: The name and address of each Incorporator is:

William R. Schricker
4300 46th Avenue South
St. Petersburg, FL 33711

7. CAPITAL STRUCTURE: The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stocks shall be issued and transferable only to natural persons who are not non-resident aliens.

8. CORPORATION'S RIGHT OF FIRST REFUSAL ON STOCK TRANSFERS:

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be

sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such Articles is on file at the principal office of the corporation."

Executed by the undersigned at St. Petersburg, Pinellas County, Florida, this 27 day of January, 1997.

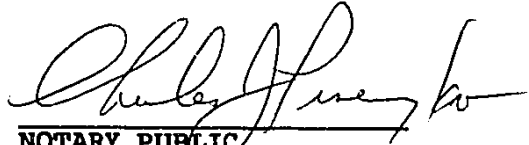

William R. Schriker

STATE OF FLORIDA

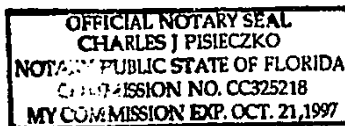
COUNTY OF PINELLAS

BEFORE ME this day personally appeared WILLIAM R. SCHRICKER, who, being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that matters as set forth therein are true and correct to the best of his knowledge.

SWORN TO AND SUBSCRIBED before me this 28th day of January, 1997.


NOTARY PUBLIC

My commission expires:



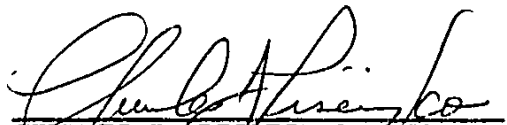
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE: NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted:

SALTY REBEL, INC., desiring to organize under the laws
of the State of Florida with its principal office as indicated in
the ARTICLES OF INCORPORATION, at St. Petersburg, Pinellas
County, Florida, has named CHARLES J. PISIECZKO, ESQUIRE, 3401
49th Street North, St. Petersburg, Florida 33710 as its agent to
accept service of process within this state.

ACKNOWLEDGMENT

I HEREBY ACCEPT the appointment as agent to accept
service process for the above-mentioned corporation at the place
designated in this certificate.


CHARLES J. PISIECZKO, ESQUIRE
Registered Agent

FILED
97 FEB 11 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA