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February 7th, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

400002087754--0
-02/14/97--01038--006
****122.50 ****122.50

Re: Incorporation of J. CHRISTOPHER ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for a proposed Florida Domestic Profit Corporation, J. CHRISTOPHER ENTERPRISES, INC. Also enclosed is a check in the amount of One Hundred Twenty-two and 50/100 (\$122.50) Dollars to cover the following:

| | |
|-------------------------------|------------------|
| Profit Corporation Filing Fee | \$ 35.00 |
| Registered Agent Designation | 35.00 |
| Certified copy | 52.50 |
| Total | \$ 122.50 |

Please file the Articles of Incorporation and return a certified copy of the Articles to the undersigned.

Thanking you for your assistance and cooperation in this matter, I am

Very truly yours,

Charles J. Savio

CHARLES J. SAVIO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 AM 10:19

CJS/jw

Enclosures: Original Articles of Incorporation &
Copy of Articles of Incorporation
Check # 2077 \$ 122.50

2/19/97

ARTICLES OF INCORPORATION

OF

J. CHRISTOPHER ENTERPRISES, INC.

ARTICLE I.

NAME AND PRINCIPAL ADDRESS

The name of this corporation is J. CHRISTOPHER ENTERPRISES, INC., and the corporation's principal address is 6615 Sierra Terrace, New Port Richey, Florida, 34652.

ARTICLE II.

TERM

The term of existence of the corporation is perpetual.

ARTICLE III.

PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, including but not limited to the retail sales of miscellaneous tangible items.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND FIVE HUNDRED (1,500) shares of common stock of a par value of ONE DOLLAR (\$1.00) per share.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 AM 10:19

ARTICLE V.

REGISTERED AGENT

The initial registered agent for this corporation is JACK C. BUSCH and the initial registered office is located at 6615 Sierra Terrace, New Port Richey, Florida 34652.

ARTICLE VI.

DIRECTORS

The corporation shall have two (2) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

INITIAL DIRECTORS

The name and address of each of the members of the first board of directors is:

| | |
|--|---|
| JACK C. BUSCH - President/Secretary | 6615 Sierra Terrace New Port Richey, Florida 34652 |
| PAULA M. BAXTER - Vice-President/ Treasurer | 6615 Sierra Terrace New Port Richey, Florida 34652 |

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators are:

| | |
|-----------------|---|
| JACK C. BUSCH | 6615 Sierra Terrace New Port Richey, Florida 34652 |
| PAULA M. BAXTER | 6615 Sierra Terrace New Port Richey, Florida 34652 |

ARTICLE IX

CONTRACTS WITH DIRECTORS


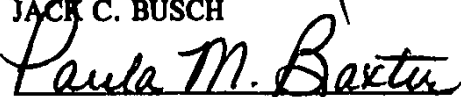
No contract, act or transaction of this corporation with any person, persons, firm or other corporation, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE X

AMENDMENTS OF ARTICLES

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have subscribed our names this 10 day of February, 1997.


JACK C. BUSCH

PAULA M. BAXTER

Articles of Incorporation
Page four

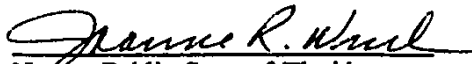
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 AM 10:19

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 10 day of February, 1997, by JACK C. BUSCH and PAULA M. BAXTER, who are personally known to me or who have produced (X) driver's license or non-driver's ID issued by the State of Florida or any other U.S. State, as identification and who did/did not take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 10 day of February, 1997.


Notary Public-State of Florida
JOANNE R. WRECH
MY COMMISSION # CC302448 EXPIRES
Prior to the end of March 31, 1997
Commission Number:
My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


JACK C. BUSCH