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Clearwater, FL 34615-4853

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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STATE
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JP 2/26/97

CERTIFICATE OF INCORPORATION
OF
ISLAND TREASURE CHEST, INC.

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DIVISION OF CORPORATIONS
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1. Name.

The name of the Corporation is set forth above.

2. Principal Office and Registered Agent.

The corporations registered office and principal place of business is 12000 Gulf Boulevard, Treasure Island, Florida 33706. The name of its registered agent at such address is Mannie Marcus.

3. Purposes.

The nature of the business is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

5. Incorporator and Initial Officers and Directors.

The name and mailing address of the incorporator initial Officer and Director is:
Mannie Marcus, whose address is 12000 Gulf Boulevard, Treasure Island, Florida 33706. The initial officer and Director shall hold office for the first year of the corporations existence or until their successor is elected.

6. Existence.

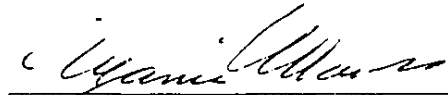
The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

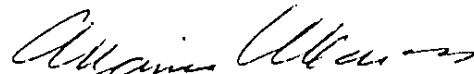
I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein

stated are true, and accordingly have hereunto set my hand this _____ day of February, 1997.

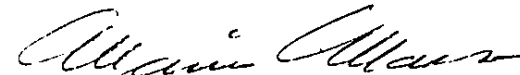

Mannie Marcus

Certificate Designating Registered Agent and Office.

Pursuant to Florida Law, ISLAND TREASURE CHEST, INC. designates Mannie Marcus as the Registered Agent of this Corporation, and the Registered Office of the Registered Agent is 12000 Gulf Boulevard, Treasure Island, Florida 33706.


Mannie Marcus

I, Mannie Marcus, having been named to accept service of process for the above named Corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.


Mannie Marcus

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