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TRANSMITTAL LETTER

FILED

March 24, 1997

97 MAR 26 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: SEAGULL DISCOUNT CO.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50, in payment of the filing fees of \$35, the certified copy of \$52.50, and the registered agent designation of \$35. Please return to us in due course a certified copy of the articles.

FROM:

Clinton M. Tarkoe
1040 Bayview Drive, Suite 424
Fort Lauderdale, FL 33304
(954)564.7525

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3/28/97

ARTICLES OF INCORPORATION
OF
SEAGULL DISCOUNT CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SEAGULL DISCOUNT CO.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Jesse S. Siegel	2170 S.E. 17th Street Fort Lauderdale, FL 33316
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George Siegel	2170 S.E. 17th Street Fort Lauderdale, FL 33316
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ARTICLE IX

The initial registered agent of the corporation is I. Jerry Bloom. The street address of the corporation's initial registered office is 2170 S.E. 17th Street, Fort Lauderdale, Florida 33316.

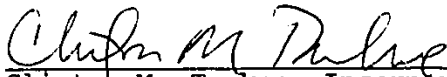
ARTICLE X

The principal place of business and mailing address of this corporation shall be: 2170 S.E. 17th Street, Fort Lauderdale, Florida 33316.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Clinton M. Tarkoe, 1040 Bayview Drive, Ste 424, Fort Lauderdale, Florida 33304.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of March, 1997.



Clinton M. Tarkoe, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: SEAGULL DISCOUNT CO.
2. The name and address of the registered agent and office is:

I. Jerry Bloom 2170 S.E. 17th Street
Fort Lauderdale, FL 33316

Date: March 18, 1997

Signature: Chad M. Palmer

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SEAGULL DISCOUNT CO.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 3/20/97

I. Jerry Bloom
Signature of Registered Agent