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ACCOUNT NO. : 072100000032

REFERENCE : 313763 7125254

AUTHORIZATION :

Patricia Pajuts

COST LIMIT : \$ 70.00

ORDER DATE : March 31, 1997

ORDER TIME : 5:41 PM

ORDER NO. : 313763-015

CUSTOMER NO: 7125254

CUSTOMER: David L. Silverman, Esq
DAVID SILVERMAN, ESQ.

600002129826--4

6642 Sw 41st Street

Fort Lauderdale, FL 33314

DOMESTIC FILING

NAME: ZEBO'S ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 APR - 1 AM 10:49
SECRET
TALLAHASSEE, FLORIDA

1 3M APR - 1 1997

97 APR - 1 PM 3:58
SECRET

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Zebo's Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6020 South Tamiami Tr.
Sarasota Fla. 34231

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ted Starker
3622 Beacon Way
Sarasota Fla. 34232

ARTICLE V INCORPORATOR(S)

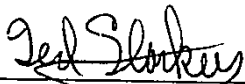
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ted Starker
3622 Beacon Way
Sarasota Fla. 34232

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25TH day of MARCH, 1997.

x



Signature

Signature

Signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

Ted Starker
3622 Beacon Way
Sarasota, Fl. 34232

Daniel Shelton
2540 Wood Oak Dr.
Sarasota, Fla. 34232

The name(s) and street addresses of the officer(s) are:

To be determined at first stockholders' meeting.

The name(s) and street addresses of the shareholder(s) are:

Ted Starker (80 shares)
3622 Beacon Way
Sarasota, Fl. 34232

Daniel Shelton (20 shares)
2540 Wood Oak Dr.
Sarasota, Fla. 34232

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF 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 is:

Zebo's Enterprises, Inc.

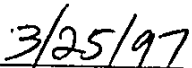
2. The name and address of the registered agent and office is:

Ted Starker
3622 Beacon Way
Sarasota, Fl. 34232

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated
in this certificate, 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 relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.



(Signature)



(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314

FILED
97 APR -1 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA