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JERRY W. ALLENDER
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NORTH BREVARD OFFICE
118 COUNTRY CLUB DRIVE
TITUSVILLE, FLORIDA 32780
407 / 269-1511

April 8, 1997

CENTRAL BREVARD OFFICE
1485 NORTH ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931
407 / 784-5238

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

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Re: Celona Enterprises, Inc.

Gentlemen:

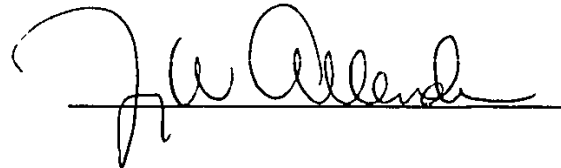
I enclose Articles of Incorporation and Designation of Registered Agent of the above-named corporation. Also enclosed is my check to cover the following costs:

Filing Fee	\$ 35.00
Certificate of Registered Agent	35.00
Certified Copy of Articles	<u>52.56</u>
	\$122.50

Please return the certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

JERRY W. ALLENDER



JWA:gb
Encls.

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ARTICLES OF INCORPORATION
OF
CELONA ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is: CELONA ENTERPRISES, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and nightclub business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, nightclubs, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(b) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(c) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause

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in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure payment of corporate indebtedness as required.

The foregoing paragraphs shall be construed as enumeration both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time is 100 shares of common stock, having a par value of \$.10 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE VI. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this corporation is 4065 Iona Street, Titusville, Florida 32796, and the mailing address is the same.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4065 Iona Street, Titusville, Florida 32796, and the initial registered agent of this corporation at that address is VICTOR F. CELONA.

ARTICLE VIII.
DIRECTORS

This corporation shall have at least one (1) and no more than six (6) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX.
INITIAL DIRECTORS

The name and post office address of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
VICTOR F. CELONA	4065 Iona Street Titusville, FL 32796
BEVERLY A. CELONA	4065 Iona Street Titusville, FL 32796

ARTICLE X.
SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

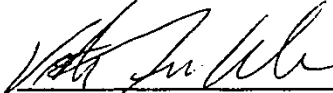
Name	Address	Shares
VICTOR F. CELONA	4065 Iona Street Titusville, FL 32796	100
BEVERLY A. CELONA	4065 Iona Street Titusville, FL 32796	100

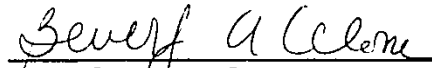
The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI.

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
at Titusville, Florida, this 7TH day of April, 1997.


Victor F. Celona

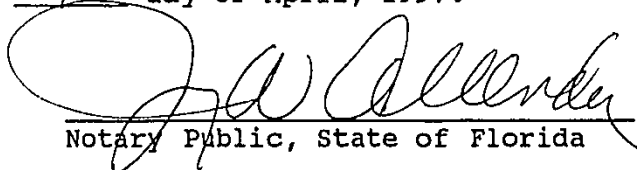

Beverly A. Celona

STATE OF FLORIDA)

COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared
VICTOR F. CELONA and BEVERLY A. CELONA, to me well known and known
to me to be the persons described in and who signed the foregoing
Articles of Incorporation, and who acknowledged before me under
oath that they signed the same freely and voluntarily for the uses
and purposes therein expressed, and who produced a driver's license
as identification.

WITNESS my hand and official seal at Titusville, Brevard
County, Florida, this 7TH day of April, 1997.


Notary Public, State of Florida

My Commission Expires:



Jerry W. Allender
MY COMMISSION # CC624005 EXPIRES
March 25, 2001
BONDED TROY TROY FAIR INSURANCE, INC

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

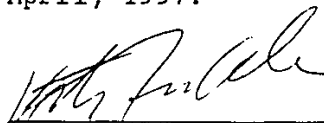
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That CELONA ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4065 Iona Street, Titusville, County of Brevard, State of Florida, has named VICTOR F. CELONA, 4065 Iona Street, Titusville, Florida 32796, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, and place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED this 7th day of April, 1997.



Victor F. Celona
Resident Agent

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