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ACCOUNT NO. : 072100000032

REFERENCE : 338825 80697A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 22, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 338825-005

CUSTOMER NO: 80697A

CUSTOMER: Diana Ross, Legal Asst
ADLER TOLAR & ADLER

Suite 4
1700 Northeast 26th Street
Fort Lauderdale, FL 33305

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-04/22/97--01007--021
*****70.00 *****70.00

DOMESTIC FILING

NAME: CHAT & CHEW, 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: Daniel W Leggett

EXAMINER'S INITIALS: _____

84 APR 22 1997

97 APR 22 11:11
TALL
CULLEN

RECEIVED
97 APR 22 AM 9:53
CULLEN

ARTICLES OF INCORPORATION

OF

CHAT & CHEW, INC.

FILED
97 APR 22 09:11
SEC
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is

CHAT & CHEW, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address
of this corporation is:

5200 Northwest 14th Way #303

Fort Lauderdale, Florida 33334

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue 1,000 Common Voting Stock.

PAR VALUE

AUTHORIZED ISSUE

\$1.00 per share

100 shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is DIANA C. ROSS and the street address of the Registered Office is 5200 Northwest 14th Way #303, Fort Lauderdale, Florida 33334. The Registered Agent, by his execution of these Amended Articles of Incorporation, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

ARTICLE VII.

BOARD OF DIRECTORS

This corporation now has two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name of the existing directors of this corporation are:

- 1: MICHAEL M. MILLER
- 2: DIANA C. ROSS

ARTICLE VIII.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The power to alter, amend, or repeal the initial Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders holding voting stock of the corporation.

IN WITNESS WHEREOF, the undersigned certifies the unanimous adoption of the foregoing Amended Articles of Incorporation by the Board of Directors and Stockholders of the corporation pursuant to provisions of the initial Articles of Incorporation and By-Laws, and execute these Amended Articles of Incorporation this 18th day of April, 1997.

A handwritten signature in dark ink, appearing to read 'Diana C. Ross', is written over a horizontal line.

DIANA C. ROSS
PRESIDENT/SECRETARY/TREASURER
DIRECTOR
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:

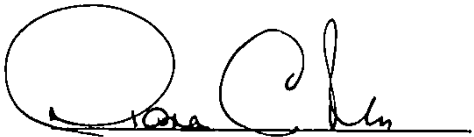
CHAT & CHEW, INC., organized under the laws of the State of Florida, with its principal office at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334, has named DIANA C. ROSS, located at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334 as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

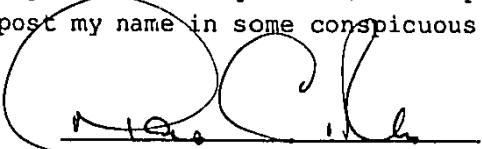
<u>Name & Title</u>	<u>Address</u>
DIANA C. ROSS - President	5200 N.E. 14 Way - #303
Secretary	Fort Lauderdale, FL
Treasurer	33334

NEWLY APPOINTED DIRECTORS:

MICHAEL M. MILLER
DIANA C. ROSS


DIANA C. ROSS
President/Secretary/Treasurer

I agree, as Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.


DIANA C. ROSS
Registered Agent

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