

KENNETH GORDON KING
ATTORNEY AT LAW

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Re: ARIES CATERING, Inc.
Articles of Incorporation

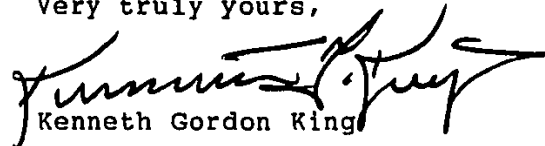
Corporate Specialist,

Enclosed for recording, please find the Articles of Incorporation for Aries Catering, Inc. along with payment in the amount of \$122.50.

Kindly register the corporation and forward your certificate and attending documents to the attention of the undersigned registered agent, pursuant to the accompanying Acceptance.

Your assistance in this matter is appreciated.

Very truly yours,


Kenneth Gordon King

Encls.
cc: J. Underwood
KGK/db

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
ARIES CATERING, INC.**

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SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

Article I. Name and initial Address.

The name of the Corporation is ARIES CATERING, INC.
with its initial business address being: 13826 S.E. 4th Street, Fort Myers, Florida 33905

Article II. Duration.

The Corporation shall exist perpetually commencing on the date of execution and acknowledgement of these Articles.

Article III. Purpose.

This corporation is organized for the purpose of transacting any and all lawful business as determined by its Directors.

Article IV. Capital Stock.

This corporation is authorized to issue Ten Thousand Two (10002) shares of capital stock, initially valued at one and no/100 dollars (\$1.00) per share of common stock.

Article V. Rights of Shares of Capital Stock.

Section 1. Dividends

The corporate Directors may declare and pay dividends upon the common shares according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other winding up of this Corporation, and after payment or satisfaction of all valid corporate debts, the remaining assets of the corporation shall be payable to and distributed ratably among the shareholders of record of common stock.

Section 3. Voting Rights

Except as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of the outstanding common shares, at the rate of one vote per share.

Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

Article VII. Designation of Registered Agent and Registered Office.

The initial Registered Agent of the Corporation shall be: Kenneth Gordon King, Esq. and the initial registered mailing address for such purposes shall be: 720 Orchid Drive, Naples, Florida 34102

Article VIII. Initial Board of Directors.

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than two. The names and addresses of the initial directors of the Corporation, with their initial pro-rata allocation of shares of common stock, are as follows:

Elizabeth Underwood
13826 S.E. 4th. Street
Ft. Myers, FL 33905
5000 shares

Jimmy T. Underwood
13826 S.E. 4th Street
Ft. Myers, FL 33905
5000 shares

Kenneth G. King
720 Orchid Drive
Naples, FL 34102
2 shares

Article IX. Incorporators.

The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

Elizabeth Underwood
13826 S.E. 4th St.
Ft. Myers, FL 33905


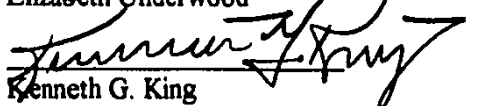
Jimmy T. Underwood
13826 S.E. 4th St.
Ft. Myers, FL 33905

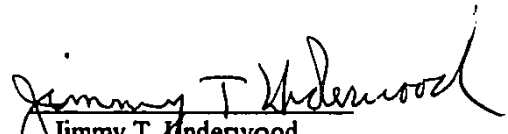
Kenneth G. King
720 Orchid Drive
Naples, FL 34102

Article X. Amendment.

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 30th day of May, 1997.


Elizabeth Underwood

Kenneth G. King


Jimmy T. Underwood

STATE OF FLORIDA
COUNTY OF LEE

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named

Elizabeth Underwood, Jimmy T. Underwood and Kenneth G. King who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged their signing as a free act and deed in execution thereof.

I.D. Florida Driver's License


My Commission Expires:




Josephine A. O'Leary
MY COMMISSION # CC623388 EXPIRES
February 19, 2001
BONDED THRU TROY FAH INCURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

I, Kenneth G. King, designated Registered Agent for said
corporation, ARIES Catering, Inc. acknowledge
that I am familiar with and accept the duties and responsibilities as Registered Agent
therefor.

Dated: ~~June~~ May 30, 1997


Kenneth G. King
720 Orchid Drive
Naples, FL 34102
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