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MARK A. ROTHMAN

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Of Counsel:

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June 27, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

RE: Filing of Articles of Incorporation for
CABANA COOLERS, INC.

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a corporation to be
incorporated as CABANA COOLERS, INC. Enclosed is a money order in
the amount of \$122.50 representing the following:

Filing Fees	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$122.50

If you have any additional questions, please feel free to contact my
office.

Sincerely,


Mark A. Rothman, Esquire

MAR/mr

Enclosures

AL JUL -3 1997

FILED
97 JUL -1 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUL -1 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CABANA COOLERS, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

CABANA COOLERS, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

4718 Stonepointe Place
Tampa, FL 33634

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of voting common stock, each having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
James Rios	4718 Stonepointe Place Tampa, FL 33634

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members:

NAME	ADDRESS
James Rios	4718 Stonepointe Place Tampa, FL 33634
Lynn H. Rios	4718 Stonepointe Place Tampa, FL 33634
Marcia Fabry	2700 Club Mar Drive, #2K Sarasota, FL 34237
Michael Fabry	2700 Club Mar Drive, #2K Sarasota, FL 34237

ARTICLE VIII - INCORPORATOR

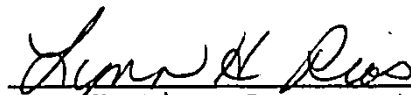
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Lynn H. Rios	4718 Stonepointe Place Tampa, FL 33634

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of June, 1997.

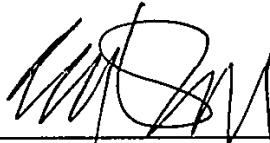

Lynn H. Rios, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared and personally known to me, Lynn H. Rios, who acknowledged to me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25TH day of June, 1997.



Notary Public
State of Florida at Large

My Commission Expires:

ARA ELOIAN
Notary Public, State of Florida
My Comm. Expires April 4, 1999
No. CC450779

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

CABANA COOLERS, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 4718 Stonepointe Place, Tampa, FL 33634, County of Hillsborough, State of Florida, and names James Rios, 4718 Stonepointe Place, Tampa, FL 33634, County of Hillsborough, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


James Rios, Registered Agent

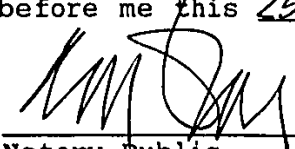
Filing Fee: \$35.00

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared James Rios, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 25th day of June, 1997.


Notary Public
State of Florida at Large

ARA ELOIAN
Notary Public, State of Florida
My Comm. Expires April 4, 1999
No. CC450779

FILED
JUL - 1 AM 10:32
CLERK OF DISTRICT COURT
HILLSBOROUGH COUNTY, FLORIDA