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10/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HARRINGTON ENTERPRISES OF SOUTH FLORIDA, INC

AUDIT NUMBER.....H97000016941

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

49700001694

ARTICLES OF INCORPORATION
OF
Harrington Enterprises of South Florida, Inc.

ARTICLE I - NAME

The name of this corporation shall be:

Harrington Enterprises of South Florida, Inc.

The initial principal office location shall be at:

911 S.W. 9th. Avenue
Ft. Lauderdale, Florida 33315

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 S.W. 9th. Avenue, Ft. Lauderdale, Florida and the name of the initial registered agent is Joseph T. Harrington.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this

John P. Frank, Esq.
432 N.E. 3rd. Avenue
Ft. Lauderdale, Florida 33301
(954) 462-6624
FBN: 441217

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TALLAHASSEE, FLORIDA

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corporation is (are):

NAME

ADDRESS

Joseph T. Harrington

911 S.W. 9th. Avenue
Ft. Lauderdale, Florida 33315

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles of Incorporation are:

NAME

ADDRESS

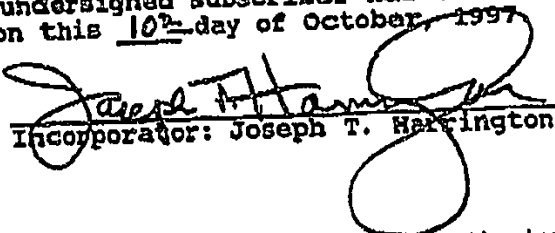
Joseph T. Harrington

911 S.W. 9th. Avenue
Ft. Lauderdale, Florida 33315

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of October, 1997


Incorporator: Joseph T. Harrington

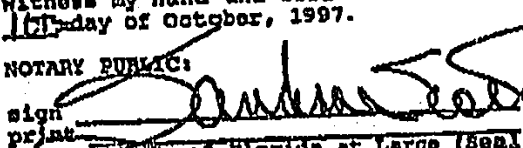
STATE OF FLORIDA
COUNTY OF BROWARD

I Hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, in the State and County set forth above, personally appeared Joseph T. Harrington known to me to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed same, that I relied upon the following form(s) of identification of the above-named person: SSN & DL
/ personal knowledge.

Witness my hand and official seal in the County and State last aforesaid this 10th day of October, 1997.

NOTARY PUBLIC:

sign
print


State of Florida at Large (Seal)
My Commission Expires:

497000016941

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

IN COMPLIANCE WITH FLORIDA STATUTES SECTION 48.091, THE FOLLOWING IS SUBMITTED:

THAT Harrington Enterprises of South Florida, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Ft. Lauderdale, Florida, STATE OF FLORIDA, HAS NAMED Joseph T. Harrington LOCATED AT 911 S.W. 9th. Avenue, Ft. Lauderdale, Florida AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE:

Joseph T. Harrington
(Corporate Officer)

TITLE:

President

DATE:

10/10/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE:

Joseph T. Harrington
Joseph T. Harrington

DATE:

10/10/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 13 AM 8:53

FILED

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October 9, 1997

Florida Department of State
Division of Corporation
New Filing Section

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-10/10/97--01110--011
****122.50 ****122.50

Dear Sir:

Enclosed you will find the Articles of Incorporation for "St. John's River Resort, Inc.", along with a check in the amount of \$122.50 covering the required filing fee, including certification.

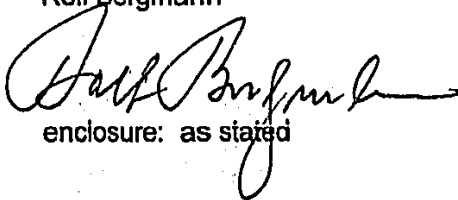
These Articles are being forwarded to you via Federal Express in order to expedite the said filing of the Articles for the Corporation.

Please have the Articles of Incorporation for St. John's River Resort, Inc., filed promptly and, thereupon, have them returned to me.

Thank you for your help and consideration.

Sincerely yours,

Rolf Bergmann


enclosure: as stated

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97 OCT 10 AM 8:53
STATE
OF FLORIDA

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97 OCT 10 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ST. JOHN'S RIVER RESORT, Inc.

The undersigned incorporator of these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: St. John's River Resort, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the laws of the United States and the laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of shares that this corporation is authorized to issue are: 20,000,000 shares of common stock with a \$.01 per share par value, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered and principal office of this corporation is 358 Brantley Club Place, Longwood, Florida 32779, and the name of the initial registered agent of this corporation is ROLF BERGMANN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and address of the initial directors of this corporation are:

ROLF BERGMANN
358 Brantley Club Place
Longwood, Florida 32779

MARI C. BANKS
358 Brantley Club Place
Longwood, Florida 32779

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is:

ROLF BERGMANN
358 Brantley Club Place
Longwood, Florida 32779

ARTICLE VIII. CONTRACTS

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of the Corporation individually or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firms or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any

to authorize any such contract or transaction, with like force and effect as he were not such director, or officer of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting, or at any special meeting called for such purposes, shall insofar as permitted by law or by the Articles of Incorporation of the Corporation, be as valid and as binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act; when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

ARTICLE IX. INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Chapter 608, Official Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against, any and all of the expenses, liabilities or other matters referred to in or covered by said Act and the Indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action, in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

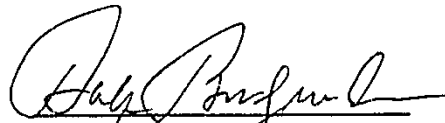
ARTICLE X. COMPENSATION

Subject to any limitation in the By-Laws, the members of the Board of Directors may be entitled to and may prescribe reasonable fees, salaries or other compensation for their services and to reimburse for their expenses as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper

ARTICLE XI. 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 these reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of October, 1997.


Rolf Bergmann, Incorporator

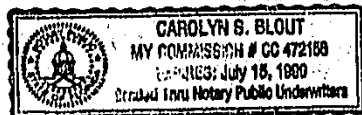
STATE OF FLORIDA

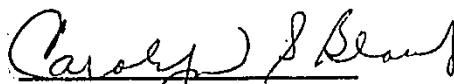
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROLF BERGMANN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of October, 1997.

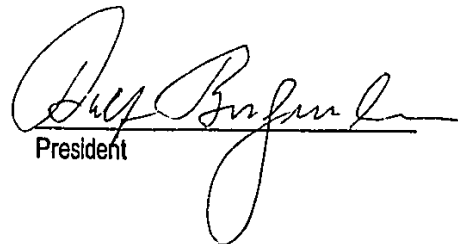
FL DL BG25-720-34-207-0




Notary Public
State of Florida at Large
My Commission expires: _____

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THE STATE

Pursuant to Florida Statutes, this is to certify that St. John's River Resort, Inc., a corporation duly organized and existing under the laws of the State of Florida, has named ROLF BERGMANN, 358 Brantley Club Place, Longwood, Florida 32779, as its agent to accept service of process within this State and the said address as the office for such service of process.



President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 

Registered Agent