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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SKIPPER'S TRAVEL HOSPITALITY, INC

AUDIT NUMBER.....H97000018026

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

CERT. OF STATUS..0

PAGES.....(3)

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ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of this corporation is:

SKIPPER'S TRAVEL PLAZA HOSPITALITY, INC.

and its principal office is located at 100 South Biscayne Boulevard, Suite 1102, Miami, Florida 33131.

2. TERM. The corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock of par value of \$1.00 per share.

5. REGISTERED AGENT. The initial registered agent for this corporation is David Howard Goldberg, 100 S. Biscayne Boulevard, Suite 1102, Miami, Florida 33131.

6. DIRECTORS. This corporation shall have five (5) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. INITIAL DIRECTORS. The name and address of each member of the first board of directors is:

Franklin Augustus Denison, Jr.
750 N.E. 7th Avenue
Dania, FL 33004

Fernando V. Dalmau
9616 N.W. 7th Circle
Suite 1631
Plantation, FL 33324

Lauro F. Dalmau
9616 N.W. 7th Circle
Suite 1631
Plantation, FL 33324

Jeffrey Zirulnick
14557 S.W. 94th Lane
Miami, FL 33186

W. Ray Davis
7201 Alafia Ridge Road
Riverview, FL 33569

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TALLAHASSEE, FLORIDA

This Instrument Prepared By:
DAVID HOWARD GOLDBERG, P.A.
FLORIDA BAR NO. 378062
100 S. Biscayne Blvd, Ste. 1102
Miami, Florida 33131
Tel: (305) 356-3893

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He shall hold office until the first annual meeting of shareholders.

8. INCORPORATOR. The name and street address of the incorporator is David Howard Goldberg, 100 South Biscayne Blvd., Suite 1102, Miami, FL 33131.

DATED on this 29 day of October, 1997.



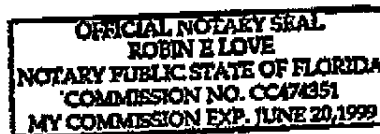
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 29 day of October, 1997, by David Howard Goldberg, who is personally known to me, ~~or who produced Florida Driver License Number~~ _____



Notary Public, State of Florida at Large

My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



DAVID HOWARD GOLDBERG

This Instrument Prepared By:
DAVID HOWARD GOLDBERG, P.A.
FLORIDA BAR NO. 378062
100 S. Biscayne Blvd, Ste. 1102
Miami, Florida 33131
Tel: (305) 358-3893

Baudy/322.008/Artufine.2/October 29, 1997

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