

ICE BAN HOLDINGS, INC.

1201 U.S. Highway One, Suite 205
North Palm Beach, Florida 33408

561-625-4232
561-625-4989 Fax

December 11, 1997

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

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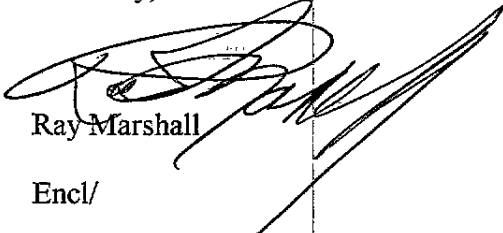
Dear Sir:

Enclosed please find the Article of Incorporation for Ice Ban Holdings, Inc. for filing, together with our check in the amount of one hundred and twenty two dollars and fifty cents (\$122.50) to cover the filing fee.

I have also enclosed an additional copy of the articles that I would appreciate having certified and returned to the above address.

Thank you very much.

Sincerely,


Ray Marshall

Encl/

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
ICE BAN HOLDINGS INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

ICE BAN HOLDINGS INC.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500,000 shares of common stock.

One thousand of these shares having a par value of \$1.00 per share, shall be issued upon the filing of these articles.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be Suite 205, 1201 US Highway One, North Palm Beach, Florida 33408, and the name of the initial Registered Agent for the corporation at that address is Ray Marshall.

ARTICLE V: SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: SELF-DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director, but may be from time to time be increased or decreased in such manner as shall be provided by the by-laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1). The name and address of the initial Board of Directors shall consist of:

Name

Address

George A. Janke

1201 U.S. Highway Ones, Suite 205
North Palm Beach, FL 33408

Ray Marshall

1201 U.S. Highway One, Suite 205
North Palm Beach, FL 33408

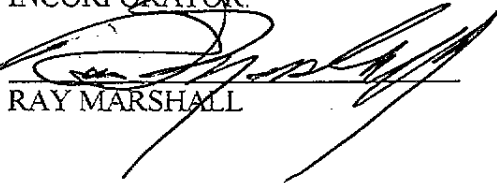
ARTICLE IX: INCORPORATOR

The name and address of the incorporator is:

RAY MARSHALL
1201 US Highway One Suite 205
North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 11th day of December, 1997.


INCORPORATOR:


RAY MARSHALL

STATE OF: Florida

COUNTY OF: Palm Beach

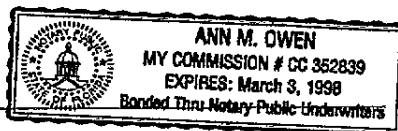
The foregoing instrument was executed and acknowledged before me this 11th day
of December, 1997, by RAY MARSHALL, who is personally
known to me.


Notary Public

(SEAL)

State of Florida

My Commission Expires: _____



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

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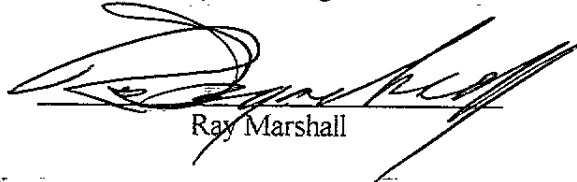
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. Ice
Ban Holdings, Inc. a corporation organizing under the laws of the State of Florida,
with its principal office located at, Suite 205, 1201 US Highway One, North Palm
Beach, Florida 33408 has named Ray Marshall, whose address is Suite 205, 1201 US
Highway One, North Palm Beach, Florida, 33408, as its Agent to accept service of
process within this State.

ACCEPTANCE:

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

Registered Agent:


Ray Marshall

STATE OF: Florida

COUNTY OF: Palm Beach

BEFORE ME, the undersigned authority, this day personally appeared Ray
Marshall who is known to me personally and who, after being duly sworn, deposes and
says that the facts and matters contained above are true and correct, and that he has
executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 11th day of December, 1997.


Ray Marshall


Notary

(SEAL)



My

Commission Expires