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LAW OFFICES OF
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PETER P. STARSON, JR., P.A.
PEDRO E. DIJOLS, P.A.*
VINCENT J. PRAVATO

* Member of New York and
Florida Bar

December 8, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Dear Sir/Madam:

Enclosed, please find a check in the amount of \$122.50 as payment for the filing fee and a certified return copy of the Articles of Incorporation for Rest Entertainment, Inc.. Please mail the return copy directly to the corporate office at 2110 S. Federal Highway, Fort Lauderdale, Florida 33314.

Thank you for your cooperation.

Sincerely,

Peter P. Starson Jr.
Peter P. Starson, Jr.
Attorney at Law

~~W97-28396~~

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DIVISION OF CORPORATIONS
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Enclosures
cc: Client

DMP
12/24/97

ARTICLES OF INCORPORATION

OF

REST ENTERTAINMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopted the following Articles of Incorporation:

Article One - Name

The name of the corporation is REST ENTERTAINMENT, INC..

Article Two - Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article Three - Term of Existence

The corporation shall have perpetual existence commencing upon the filing of these articles.

Article Four - Capital Stock

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

Article Five - Preferences, Limitations

and Relative Rights of Shares of

Capital Stock

Section 1. Dividends:

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

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DIVISION OF CORPORATIONS

4. Section 2. Rights upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

Article Six - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

Article Seven - Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

JOHN A. HAYES
2110 South Federal Highway
Fort Lauderdale, Florida 33314
Registered Agent

Article Eight - Principal Place of Business

The initial principal place of business for REST ENTERTAINMENT, INC. shall be:
2110 South Federal Highway, Fort Lauderdale, Florida 33314.

Article Nine - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

Article Ten - Initial Directors

The name of the Initial Directors of this corporation and the street address:

JOHN A. HAYES
2110 South Federal Highway
Fort Lauderdale, Florida 33314
President

VILLIE A. HAYES
2110 South Federal Highway
Fort Lauderdale, Florida 33314
Vice-President

GREGORY A. HAYES
2110 South Federal Highway
Fort Lauderdale, Florida 33314
Treasurer

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

Article Eleven - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Twelve - Action without a meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

Article Thirteen - Incorporation by Reference

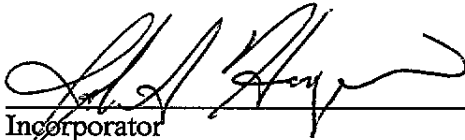
Any and all conditions, terms, limitations, promises and covenants that appear in a pre-incorporation agreement for REST ENTERTAINMENT, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with Secretary of State.

Article Fourteen - Incorporator

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

JOHN A. HAYES, 2110 South Federal Highway, Fort Lauderdale, Florida 33314.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 8 day of DEC, 1997.


Incorporator

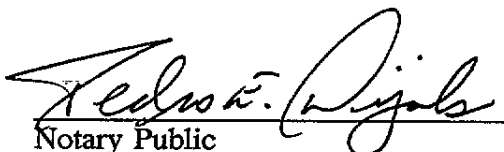
Article Fifteen - Special Provisions

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" Corporation.

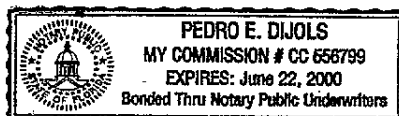
STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared John A. Hayes to me known to be the person described as Incorporator and has produced as identification

DL# H200-461-55-224-0 and who executed the foregoing Articles of Incorporation, and acknowledge before that he/she subscribed to these Articles of Incorporation on this 8th day of December, 1997.


Notary Public

My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVED


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Pursuant to Chapter 48, Florida Statute § 48.091, the following is submitted, in compliance with said Act: First, that REST ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has named John A. Hayes, City of Ft. Lauderdale, County of Broward, State of Florida, as its registered agent to accept service of process within the State.


John A. Hayes

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Registered Agent