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January 15, 1998

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Our File No.: 35393-1

800002403178--5
-01/16/98-01074-016
****122.50 ****122.50

Re: *Cool Planet II, Inc.*

Dear Sir or Madam:

Enclosed are the original and one copy of **Articles of Incorporation** for the above corporation, together with a **check in the amount of \$122.50** to cover the fees for filing the Articles (\$35.00), the certified copy (\$52.50), and the designation of registered agent (\$35.00).

I would appreciate your filing the Articles immediately and forwarding the certified copy to me at the above address.

Thank you for your assistance.

Sincerely,



Patricia Hermosa
Paralegal

Enclosures

cc: Michael E. Neukamm, Esq.
Anne Vercheski

FILED
98 JAN 16 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MELBOURNE
(407) 727-8100

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Jan-20-98

ARTICLES OF INCORPORATION
OF
COOL PLANET II, INC.

FILED
98 JAN 16 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this corporation is COOL PLANET II, INC. The mailing address of the corporation shall be 8669 Commodity Circle, Orlando, Florida 32819.

ARTICLE II - CORPORATE EXISTENCE

This Corporation will exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial directors of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	8669 Commodity Circle Orlando, Florida 32819
Scott E. Johnson	8669 Commodity Circle Orlando, Florida 32819
Thomas Avallone	8669 Commodity Circle Orlando, Florida 32819

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 East Pine Street, Suite 1200 Orlando, Florida 32801

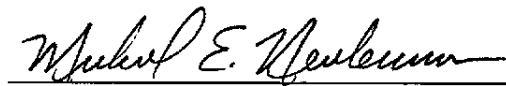
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - 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 this reservation.

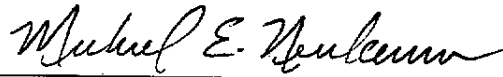
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1998.



Michael E. Neukamm
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm

FILED
98 JAN 16 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA