

C.L. HENE, P.A.
CERTIFIED PUBLIC ACCOUNTANT

2550 Palm Bay Road NE, Suite 205
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P98000009131

January 20, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

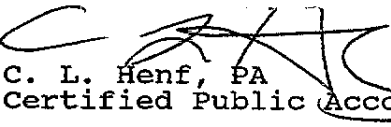
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Dear Sir/Madam:

Enclosed are completed Articles of Incorporation for
Island Time Tiki, Inc. made payable to the Secretary of State
in the amount of \$122.50 for the associated filing fees.

Should you require any additional information, please do
not hesitate to contact me.

Sincerely,


C. L. Henf, PA
Certified Public Accountant

FILED
98 JAN 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLH:js

Encls.

R. CHESSEY JAN 29 1998

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Island Time Tiki, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITOL STOCK

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

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 2550 Palm Bay Road, N.E., Suite #205 Palm Bay, FL, 32905 and the name of the initial registered agent of this corporation at the address is Cindie L. Henf. In addition the principal office is located at 2550 Palm Bay Road, N.E., Suite # 205, Palm Bay, FL 32905.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The name and address of the initial director is:

Cindie L. Henf
2550 Palm Bay Road, N.E., Suite # 205
Palm Bay, FL 32905

ARTICLE VIII - INCORPORATOR

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

Cindie L. Henf
2550 Palm Bay Road, N.E., Suite # 205
Palm Bay, FL 32905

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation in the date of signing.

Dated: January 20, 1998

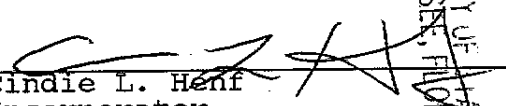

Cindie L. Henf
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that Island Time Tiki, Inc. desiring to organize or qualify under the laws of the State of Florida has named Cindie L. Henf of 2550 Palm Bay Road, N.E., Suite # 205, Palm Bay, FL 32905 as it's agent to accept service of process within Florida.

Dated: January 20, 1998


Cindie L. Henf
Incorporator

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Corporation, Cindie L. Henf of 2550 Palm Bay Road, N.E., Suite # 205, Palm Bay, FL 32905 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.

Dated: January 20, 1998


Cindie L. Henf