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J. Stephen Alexander
Attorney at Law

162 San Marco Ave., Suite 4
St. Augustine, FL 32084

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 AM 8:47

February 10, 1998

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

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-02/16/98--01110--013
****122.50 ****122.50

Gentlemen:

Enclosed please find the original Articles of Incorporation for **FINE RESTORATIONS, INC.** St. Augustine, Florida, and our trust check in the amount of \$122.50, was previously sent to you please refer to the attached letter from your office.

Please file the articles and forward the certificate of incorporation along with certified copies to our office. Thank you for your kind attention to this matter.

Sincerely,

J. St. Alexander
J. Stephen Alexander

enclosures

D. BROWN FEB 18 1998

**ARTICLES OF INCORPORATION
OF
FINE RESTORATIONS, INC.**

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The undersigned, for the purposes of forming incorporation under the Florida General Corporation act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is Fine Restorations, INC.

ARTICLE TWO

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

ARTICLE THREE

The general purpose for which this Corporation is organized is to exchange in the business of sales and/or hotel and motel related business and any and all such related enterprises, and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregated number of shares which the Corporation is authorized to issue is 100 at (\$1.00) one dollar per share. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE FIVE

The initial street and mailing address of the corporation is 5725 Don Manuel Road, Elkton, Florida 32033.

ARTICLE SIX

The street address of the initial registered office of the Corporation is 162 San Marco Avenue, Suite 4, St. Augustine, Florida, 32084, and the name of the initial registered agent at such address is J. Stephen Alexander, Esquire.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation two (2) persons. The number of Directors may be increased or decreased from time to time by resolution of the majority of stockholders but shall never be less than one person.

The names and addresses of the persons who are to serve as the number of the initial Board of Directors are:

Jay R. Lundblad, 5725 Don Manuel Road, Elkton, FL 32033.
Steven P. Maggiacomo, 5725 Don Manuel Road, Elkton, FL 32033.

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE EIGHT

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE NINE

The name and address of the incorporator is as follows: Fine Restorations, 5725 Don Manuel Road, Elkton, Florida 32033.

ARTICLE TEN

The initial officers of the Corporation shall be:

Jay R. Lundblad, President
5725 Don Manuel Road, Elkton, Florida, 32033.
Phone 904-692-2495

Steven P. Maggiacomo, Vice President
5725 Don Manuel Road, Elkton, Florida 32033.
Phone 904-692-2495

ARTICLE ELEVEN

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE TWELVE

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE THIRTEEN

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

Executed by the undersigned at St. Augustine, Florida, this 11
day of FEB 1998.

Jay R. Lundblad
JAY R. LUNDBLAD

Steven P. Maggiacomo
STEVEN P. MAGGIACOMO

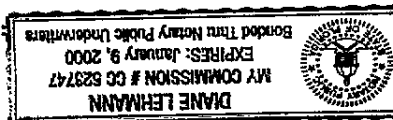
STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this date personally
appeared Jay R. Lundblad, who being first duly sworn, deposes and says
that they are the incorporator in the foregoing articles; that they have
read the same, noted contents thereof, and at the same is true and
correct to the best of their knowledge and belief.

Jay R. Lundblad
JAY R. LUNDBLAD

SWORN TO AND SUBSCRIBED before made this 11th day of February,
1998 Jay R. Lundblad is personally known to me or has produced Florida
Drivers License as identification.

Diane Lehmann
Notary Public
State of Florida
My commission expires:



STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this date personally
appeared Steven P. Maggiacomo, who being first duly sworn, deposed and
says that they are the incorporator in the foregoing articles; that they
have read the same, noted contents thereof, and at the same is true and
correct to the best of their knowledge and belief.

Steven P. Maggiacomo
Steven P. Lundblad
Maggiacomo SM

SWORN TO AND SUBSCRIBED before me this 11th day of February, 1998
Steven P. Lundblad, is personally known to me or has produced Florida
Drivers License as identification.

Diane Lehmann
Notary Public
State of Florida
My commission expires:



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SECRETARY OF STATE
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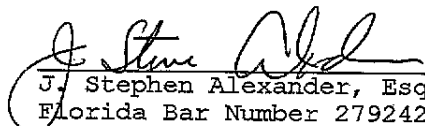
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuit of chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First, that Fine Restorations, Inc., desiring to organize under law of the State of Florida, with its principal office, is indicated the Articles Incorporation St. Johns, State of Florida, and has named J. Stephen Alexander, Esq., located at 162 San Marco Ave., Suite 4, St. Augustine, Florida 32084, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation and place designated in this certificate, I hereby except to act in this capacity, in agree to comply with a provision of the said act relative to keeping open said office.


J. Stephen Alexander, Esquire
Florida Bar Number 279242
162 San Marco Avenue, Suite 4
St. Augustine, Florida 32084
904-824-9788 FAX 904-824-6902