

Allan R. Knight
ATTORNEY AND COUNSELOR

P98000032314

FILED

2050 CORAL WAY
SUITE 516
MIAMI, FLORIDA 33145
TEL: (305) 445-2007

April 1st 1998

98 APR -6 PM 12:26

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-2-98

RE: "Tangier Inc."

300002479333--7
-04/06/98--01078--005
*****70.00 *****70.00

Gentlemen:

Enclosed please find an original and 3 copies of the Articles of Incorporation of "Tangier Inc."

I have also enclosed a check in the amount of \$ 70.00 payable to the Secretary of State to cover the following costs of incorporation:

Filing Fees	\$ 35.00
Registered agent	\$ 35.00
	=====
	\$ 70.00

Please incorporate "Tangier Inc." and return the Certificate of Incorporation, along with a copy of the Articles of Incorporation to me as soon as possible.

With regards,
Allan R. Knight

P. Hall
APR - 8 1998

ARTICLES OF INCORPORATION OF
"Tangier Inc."

FILED

98 APR -6 PM 12: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME:

EFFECTIVE DATE
4-2-98

The name of the corporation is:

"Tangier Inc."

ARTICLE TWO
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE
PURPOSE:

The purpose of this corporation is for the general conduct of business in and out of the State of Florida and to perform and engage in any General Corporation Act.

ARTICLE FOUR
SHARES:

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares of \$ 1.00 par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation and its PRINCIPLE PLACE OF BUSINESS is:

2851 N.E. 183rd Street
Unit # 1712
North Miami Beach Florida 33160

The name and address of the initial registered agent is:

Alice Benarroch
2851 N.E. 183rd Street
Unit 1712
North Miami Beach, Florida 33160

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of one (1) member. The name and addresse of the First Board of Directors is:

Alice Benarroch
2851 N.E. 183rd Street
Unit 1712
North Miami Beach, Florida 33160

ARTICLE EIGHT
INCORPORATORS:

The names and addresses of the initial incorporators are:

Alice Benarroch	Kathy M. Gregory
2851 N.E. 183rd Street	777 N.E. 62nd Street
Unit 1712	Penthouse #5
North Miami Beach, Fla 33160	Banyan Bay
	Miami, Florida 33138

ARTICLE NINE
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to have commenced its existence on the 2nd day of April 1998.

IN WITNESS WHEREOF, we have subscribed our names this 2nd day of April 1998.

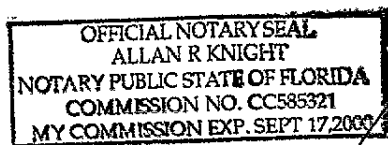
Alice Benarroch
Alice Benarroch
2851 N.E. 183rd Street
Unit 1712
North Miami Beach, Fla. 33160
REGISTERED AGENT
Chairman of the Board

Kathy M. Gregory
Kathy M. Gregory
777 N.E. 62nd Street
Penthouse #5
Banyan Bay
Miami, Florida 33138
President, Vice President
Secretary and Treasurer

STATE OF FLORIDA
COUNTY OF DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Dade, U.S.A. at large, on this 1st day of April 1998 personally appeared; Alice Benarroch, Fla Driver's License # B 562-020-62-544-0, and Kathy M. Gregory, Fla. Driver's License # G 665-134-97-42-0, known to me to be the persons whose names are subscribed to the above instrument, and they acknowledged to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal, this 1st day of April 1998.



[Signature]
Notary Public, State
of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for "Tangier Inc." at the place designated in the Articles of Incorporation, I agree to comply with the provisions of The Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Date: April 1st 1998

Alice Benarroch
Alice Benarroch
2851 N.E. 183rd Street
Unit 1712
North Miami Beach, Florida 33160
Registered Agent

FILED
98 APR -6 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA