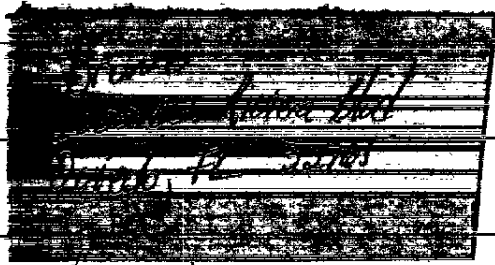


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 APR 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BRUNO ENTERPRISES INC.

FILED
98 APR 10 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, BEING OF SOUND MIND AND LEGAL AGE, DO HEREBY AGREE TO BECOME A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA AND PURSUANT TO THE PROVISIONS OF THE LAWS OF SUCH STATE, PROVIDING FOR FORMATION, LIABILITY, RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAWS ON CORPORATIONS ORGANIZED PURSUANT TO THE PROVISIONS THERE OF, AND DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND AGREE TO AND FILE THESE ARTICLES OF INCORPORATION AS FOLLOWS:

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE:

BRUNO ENTERPRISES INC.

ARTICLE II

NATURE AND DURATION OF CORPORATE BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND UNDER THE LAWS OF FLORIDA. THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE A MAXIMUM OF 7,500 SHARES OF STOCK. THE SHARES OF STOCK AUTHORIZED SHALL BE COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE.

THE CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE IV

PRE-EMPTIVE 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 ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE CORPORATION'S INITIAL REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA SHALL BE NANCY A. BRUNO 1000 WEST RIVIERA BLVD, OVIEDO, FLORIDA 32765.

ARTICLE VI

ADDRESS

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE 1000 WEST RIVIERA BLVD, OVIEDO, FLORIDA 32765.

ARTICLE VII

INCORPORATOR

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THIS CORPORATION SHALL BE NANCY A. BRUNO, 1000 WEST RIVIERA BLVD, OVIEDO, FLORIDA 32765.

ARTICLE VIII

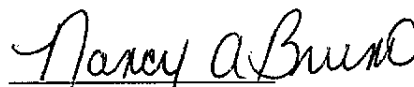
AMENDMENT

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, FOR THE PURPOSE OF FORMING A CORPORATION TO DO
BUSINESS WITHIN THE STATE OF FLORIDA, DOES MAKE AND FILE THESE
ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING
THAT THE FACTS HEREIN STATED ARE TRUE.


NANCY A. BRUNO

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.
ACCEPTED THIS 19 DAY OF MARCH 1998.


NANCY A. BRUNO
RESIDENT AGENT

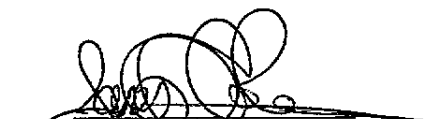
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN THE STATE AND COUNTY NAMED ABOVE
PERSONALLY APPEARED NANCY A. BRUNO TO ME WELL KNOWN TO BE THE
PERSON DESCRIBED AS INCORPORATOR IN THE FOREGOING ARTICLES OF
INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL THIS 19 DAY OF
MARCH 1998.



"OFFICIAL SEAL"
James D. Coleman
My Commission Expires 6/23/98
Commission #CC 386839


JAMES D. COLEMAN
NOTARY PUBLIC
MY COMMISSION
EXPIRES

FILED
98 APR 10 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA