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May 18, 1998

**VIA FEDERAL EXPRESS
2ND DAY DELIVERY**

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
98 MAY 19 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Brandt Bass Adventures, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please provide to us a certified copy of the Articles of Incorporation, a Certificate of Good Standing, and a stamp filed copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$131.25 for the filing fee, certified copy, and Certificate of Good Standing.

If you have any questions, please do not hesitate to call me.

Sincerely,

Joshua A. Payne

Joshua A. Payne

JAP/ymr
Enclosures

TS 5/21

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRANDT BASS ADVENTURES, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Brandt Bass Adventures, Inc.

ARTICLE II

The street address of the corporation shall be 156 Park Road North, Royal Palm Beach, Florida 33411.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value

of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Leslie Carmit I. Brandt
156 Park Road North
Royal Palm Beach, Florida 33411

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

Joel H. Yudenfreund, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this
18 day of May, 1998.

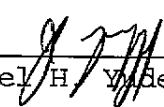


Leslie Carmit I. Brandt, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act: That Brandt
Bass Adventures, Inc., desiring to organize under the laws of the
State of Florida with its principal office in the County of Palm
Beach, State of Florida, has named Joel H. Yudenfreund, Attorney at
Law, located at 440 Royal Palm Way, Suite 200, Palm Beach, Florida
33480, as its agent to accept service of process within this State.

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



Joel H. Yudenfreund, Registered Agent

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TALLAHASSEE, FLORIDA