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**Berger
Davis &
Singer**
Professional Association

FILED

98 JUN -5 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

Laz L. Schneider
954.627.9909
email at:
lschneider@bdsllaw.com

June 4, 1998

*Please call
Elizabeth @
561-3010
when ready.
E*

Secretary of State
State of Florida
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: HONZO HOLDING CORP.

Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of HONZO HOLDING CORP.

2. Our check in the amount of \$122.50 in payment of the following:

- (a) filing fee in the amount of \$35.00;
- (b) certified copy in the amount of \$52.50; and
- (c) registered agent fee in the amount of \$35.00.

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****122.50 ****122.50

If you have any questions, please telephone.

Very truly yours,

BERGER DAVIS & SINGERMAN

Laz L. Schneider
Laz L. Schneider

LLS:mw
Enclosures

P. Hall

JUN -5 1998

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ARTICLES OF INCORPORATION

OF

HONZO HOLDING CORP.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: HONZO HOLDING CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7501 West Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida 33319.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 100 N. E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

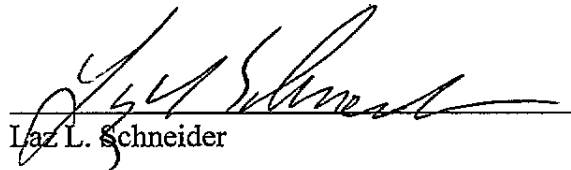
NAME

ADDRESS

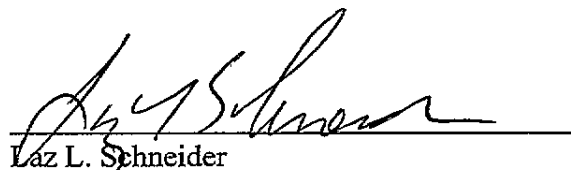
Laz L. Schneider

100 N. E. 3rd Avenue, Suite 400
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 3rd of June, 1998.


Laz L. Schneider

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.


Laz L. Schneider