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July 10, 1998

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

BY FED-EX
AIRBILL #803530074411

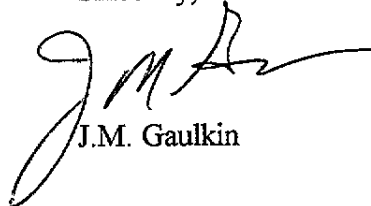
Re: SEAPORT RETAIL SHOPS, INC.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of SEAPORT RETAIL SHOPS, INC. and a \$70.00 check. Please return a time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,


J.M. Gaulkin

JMG:mr
enc.

APPROVED
AND
FILED
98 JUL 14 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 16 1998

ARTICLES OF INCORPORATION
OF
SEAPORT RETAIL SHOPS, INC.

98 JUL 14 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SEAPORT RETAIL SHOPS, INC.

The address of the principal office of this corporation shall be 4627 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 33146 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one(1) director and one (1) officer, initially. The name and street address of the initial directors and officers who shall hold office for at least the first year of the corporation, until their successor is elected or appointed are:

Director: Peter E. Hadjidakis, Director, 4627 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 331346.

Officer: Peter E. Hadjidakis, President, 4627 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 331346.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joel M. Gaulkin, Esq.
4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, FL 33146

Signed on

July 10, 1998

By: 

Joel M. Gaulkin, Incorporator

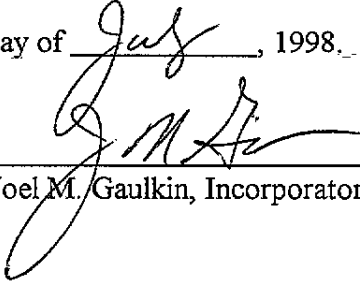
ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
SEAPORT RETAIL SHOPS, INC.

Joel M. Gaulkin, as a sole incorporator, for value received hereby assigns any and all rights he
may have as such incorporator to the following:

Peter E. Hadjidakis, Director

Dated the 10TH day of July, 1998.

By


Joel M. Gaulkin, Incorporator

Having been named as registered agent and to accept service of process for SEAPORT RETAIL SHOPS, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joel M. Gaulkin

By: _____

Joel M. Gaulkin

Date: _____

7-10-98

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AND
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TALLAHASSEE, FLORIDA