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ELEANOR B. HALPERIN
OF COUNSEL

WRITER'S DIRECT DIAL NO.:
(561) 478-4722

FILED
98 SEP 21 PM 4:30
H. EDWIN LEVY
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RETIRED

P98000082223
September 17, 1998

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

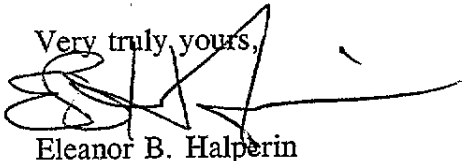
RE: Port-O-John, Inc. Articles of Incorporation

900002644619--6
-09/21/98--01083--010
*****122.50 *****122.50

Dear Sir/Madam:

Enclosed is the original and copy of Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 for the filing fee. Please return a certified copy of the filed Articles to the undersigned.

Very truly yours,



Eleanor B. Halperin

EBH/trc

Enc.

SD
9/22

ARTICLES OF INCORPORATION

OF

AAA Port-O-John, Inc.

FILED
98 SEP 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be AAA Port-O-John, Inc. The principal office and mailing address of the corporation is 6823 Vista Parkway North, West Palm Beach, Florida 33411.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is Eleanor B. Halperin.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

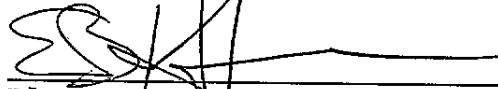
Chris Heine
6823 Vista Parkway North
West Palm Beach, FL 33411

Kenneth Auburn
6823 Vista Parkway North
West Palm Beach, FL 33411

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
Eleanor B. Halperin, 1400 Centrepark Blvd., Suite 1000, West Palm
Beach, Florida 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 17 day of September, 1998.

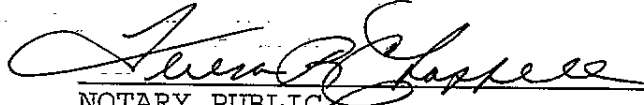


Eleanor B. Halperin,
Incorporator/Director

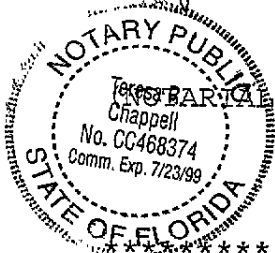
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

Before me personally appeared Eleanor B. Halperin to me well
known and known to me to be the person described in and who executed
the foregoing instrument, and acknowledged to and before me that he
executed said instrument for the purposes therein expressed. He is
personally known to me or produced
_____ as identification.

WITNESS my hand and official seal this 17 day of
Sept., 1998.



NOTARY PUBLIC
My Commission Expires:



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.



ELEANOR B. HALPERIN

FILED
98 SEP 21 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA