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John G. Margolis, J.D.
9901 Westview Drive, Suite 316
Coral Springs, FL 33076
954.755-0741

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1998

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

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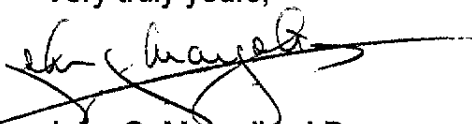
RE: Inland Reef Fisheries, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation for the above-referenced corporation and a money order for Seventy Dollars (\$70.00) which covers the filing costs.

Thank you in advance for your courtesy and for your prompt attention to this matter.

Very truly yours,


John G. Margolis, J.D.

P. Hall

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(B)

ARTICLES OF INCORPORATION
INLAND REEF FISHERIES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **INLAND REEF FISHERIES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9901 Westview Drive, Suite 316, Coral Springs, FL 33076 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

John G. Margolis, J.D.
9901 Westview Drive, Suite 316
Coral Springs, FL 33076

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Leonard Blumburg
Vice-President:	Scott Imberman
Secretary:	John G. Margolis
Treasurer:	John G. Margolis

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTORS

The Directors of the corporation shall be:

Leonard Blumberg
Scott Imberman
John G. Margolis

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIFTY MILLION (50,000,000)** shares of non-assessable voting common stock, each share having the par value of **ONE CENT (\$0.01)**.

7.2 No holder of shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is located at 9901 Westview Drive, Suite 316, Coral Springs, FL 33076. The name of the registered agent of this corporation is John G. Margolis, J.D. whose address is the same as that of the registered office.

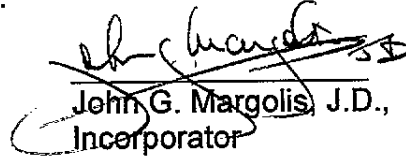
ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the secretary of state, State of Florida.

ARTICLE 15 – AMENDMENT

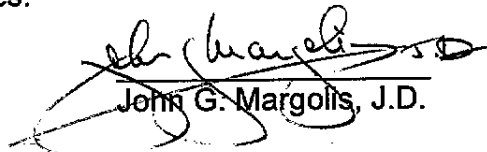
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of incorporation, on in any amendment thereto, or to add any provision to these Articles of incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the state of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of
the state of Florida, this 15th day of October 1998.


John G. Margolis, J.D.,
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John G. Margolis, J.D., having a business office identical with the
registered office of the Corporation named above, and having been designated
as the Registered agent in the above and foregoing Articles of Incorporation, is
familiar with and accepts the obligations of the position of registered agent under
the applicable provisions of the Florida Statutes.


John G. Margolis, J.D.

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