

P98000/05783

RITSON & COMPANY, P.A.

Financial Planning, Accounting and Tax Matters

1622 Johnson Street

Key West FL 33040

305/294-7284

Phone or Fax

December 17, 1998

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-12/21/98--01079--002

*****78.75 *****78.75

Division of Corporations

DOMESTIC CHARTER SECTION

409 East Gaines Street

Tallahassee FL 32301

RE: CHIEF BILLY ENTERTAINMENT INC
Articles of Incorporation

Greetings:

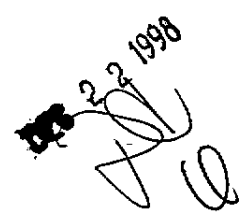
Enclosed are two originals of the Articles of Incorporation for the above-noted new Florida Corporation for Profit, to be filed at your earliest convenience, and preferably in the first week of January 1999.

Also enclosed is a Postal Money Order in the amount of \$ 78.75 to pay the Filing Fees. Please return the filed Articles to our offices.

Very truly yours,


Bruce Ritson

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

891 1998


ARTICLES OF INCORPORATION
of
CHIEF BILLY ENTERTAINMENT INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate for the purpose of becoming a Corporation under the las of the State of Florida, and providing for the formation, liability, rights, privileges, and immunities of a Corporation for Profit.

ARTICLE I

The general nature of the business to be conducted and the objects and purposes to be transacted and carried on are to do any and all things mentioned herein as fully and to the same extent as a natural person might or could, vis:

1. To engage in every aspect and phase of business permitted under the Laws of the United States of America.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind, or description; except that it is not to conduct a banking, trust, insurance, surety, railroad, canal, telegraph, telephone or cemetary company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, exposition or state fair.
3. To engage in any commercial or industrial enterprise calculated or designed to be profitable to this Corporation and in conformity with the laws of the United States of America and of the State of Florida; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do; to engage in the production , manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to set up as agents for the purchase, sale, and the handling of goods, wares, and merchandise of any and all types and kinds, for the accounts of the Corporation or as a factor, Agent, Procurer, or otherwise for or on behalf of another, to own, acts as, or authorize distributors to further these ends.
4. To do all and everything necessary , suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objectives, or for the furtherance of any the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts incidental or appurtenant to or growing out of any part or parts thereof , provided the same be not inconsistent with the laws under which this

Corporation is organized,

5. To acquire, and pay for, in cash, stocks, or bonds of the corporation ,or otherwise , the goodwill, rights, assets, and property, and to undertake or assume the whole or part of the liabilities of any person, firm, association, or corporation.
6. To borrow or lend money and to negotiate loans and issue Bonds, Notes, Debentures and other evidences of indebtedness; and to secure the payment or performance of its obligations, by Mortgage, Deed of Trust, Pledge or othrwise.
7. To purchase , hold, sell, and transfer the shares of its own Capital Stock so far as may be permitted by the laws of the State of Florida.
8. To have one or more offices within or without the State of Florida; to carry on all or any of its operations and businesses without restriction or limit as to amount; to buy, hold, mortgage, sell, and convey such property as the purposes of the Corporation shall require, where no Special Provision is made therefor by law or otherwise,
9. In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the State of Florida upon its domestic corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this Corporation.

ARTICLE III

The amount of Capital Stock authorized to be issued shall be ONE THOUSAND [1,000] SHARES of Common Stock with *No Par Value*.

ARTICLE IV

The amount of Capital with which this Corporation shall begin business is over ONE HUNDRED [\$100] DOLLARS.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Principal Office of this Corporation shall be located at 518 William Street, Key West, Florida 33040 and the name and address of its Initial Registered Agent is Bruce Ritson, of 1622 Johnson Street, Key West, Florida 33040 or in any other such part of the State of Florida as the Board of Directors may determine.

ARTICLE VII

The number of members of the Board of Directors of this Corporation shall not be less than One [1] or more than Nine [9].

ARTICLE VIII

The names and Post office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation, the Certificate of Incorporation and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed and have qualified, are as follows:

Name	Address
WILLIAM A. OCHOA, JR	P.O. Box 4036 Key West, FL 33041

ARTICLE IX

The names and Post Office addresses of the President, Secretary, and Treasurer of the Corporation, who shall hold office for the first year of this Corporation's existence or until their successors are elected or appointed, and have qualified, are as follows:

Name	Address
WILLIAM A. OCHOA, JR	P.O. Box 4036 Key West FL 33041
	President and Secy-Treasurer

ARTICLE X

The names and Post Office addresses of the Subscribers to these Articles of

which they agree to take, are as follows:

Name	Address	Shares of Stock
WILLIAM A. OCHOA, JR	P.O. Box 4036 Key West FL 33041	1,000


ARTICLE XI

No Holder of Common Stock in the Corporation shall sell his or her shares to any person without first offering them to the Corporation or to each other individual shareholder of the stock of the Corporation on equal or better terms.

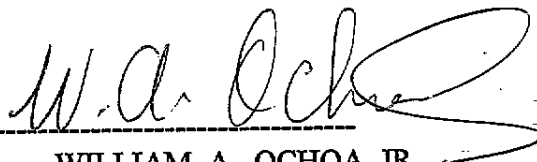
ARTICLE XII

In the event a Stock Certificate is lost, destroyed, or stolen, the legal and beneficial owner shall submit an Affidavit describing the circumstances of such loss, whereupon the Board of Directors, when satisfied that replacement is appropriate, shall issue another Stock Certificate, plainly marked 'Duplicate', such proceeding to be by Resolution of the Board of Directors and spread upon the Minutes of a Regular or Special Meeting of the Board.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid, this 17th day of December 1998.



Witness



WILLIAM A. OCHOA, JR
Subscriber

STATEMENT DESIGNATING THE REGISTERED AGENT
AND PLACE OF BUSINESS OF THE REGISTERED AGENT

Pursuant to the Provisions of Section 605.05, Florida Statutes, the following
is herewith submitted in compliance with said Act:

WILLIAM A. OCHOA, JR.

desiring to organize CHIEF BILLY ENTERTAINMENT INC under the
laws of the State of Florida, with its Principal Offices at 518 William Street,
Key West, in Monroe County, State of Florida, has named:

BRUCE RITSON
Ritson & Company, P.A.
1622 Johnson Street
Key West FL 33042
305/294-7284

as its Registered Agent, to accept Service of Process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and agreeing to accept Service of
Process for the above-named Corporation at the place designated in this
document, I hereby accept appointment as Registered Agent and agree to
act in this capacity. I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties, and I am familiar
with and accept the duties of position as Registered Agent.



BRUCE RITSON
Registered Agent for
CHIEF BILLY ENTERTAINMENT INC

December 17, 1998

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TALLAHASSEE FLORIDA