



THE UNITED STATES
CORPORATION
COMPANY

P98000108371

ACCOUNT NO. : 072100000032

REFERENCE : 084732 10811A

AUTHORIZATION :

COST LIMIT : \$ 78

Patricia Pugh

ORDER DATE : December 31, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 084732-005

CUSTOMER NO: 10811A

CUSTOMER: Mr. David Kron
DONALD C. SIDER & ASSOCIATES,
DONALD C. SIDER & ASSOCIATES,
150 East Boca Raton Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: LUPO ENTERPRISES, INC.

EFFECTIVE DATE:

700002727707--1

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
98 DEC 31 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/98
[Signature]

ARTICLES OF INCORPORATION

OF

LUPO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

LUPO ENTERPRISES, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

All of said shares shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Linda Lupo
190 Glades Road, Suite C
Boca Raton, Florida 33432

ARTICLE VI

This corporation shall have five (5) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Vito J. Lupo
190 Glades Road, Suite C
Boca Raton, Florida 33432

Marie Ann Lupo
190 Glades Road, Suite C
Boca Raton, Florida 33432

Jack Lupo
190 Glades Road, Suite C
Boca Raton, Florida 33432

Rosann Muller
190 Glades Road, Suite C
Boca Raton, Florida 33432

Linda Lupo
190 Glades Road, Suite C
Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time pursuant to the By-Laws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

David P. Kron
150 East Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VIII

The mailing address of the corporation is:

190 Glades Road, Suite C
Boca Raton, Florida 33432

ARTICLE IX- SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

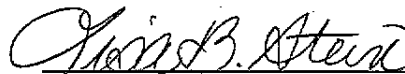
Executed at Boca Raton, Florida, this 30th day of December, 1998.



DAVID P. KRON, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of December, 1998, by DAVID P. KRON. He is personally known to me and did not take an oath.



Notary Public
(SEAL)




Lisa B. Stein
MY COMMISSION # CG642702 EXPIRES
July 23, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LUPO ENTERPRISES, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 30th day of December, 1998.



LINDA LUPO, Registered Agent

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TALLAHASSEE, FLORIDA