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MARK R. DOLAN, P.A.

ATTORNEY AND COUNSELOR AT LAW

112 EAST STREET, SUITE B

TAMPA, FL 33602

(813) 221-9533

FAX (813) 221-9175



January 11, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

To whom it may concern,

Please find an original and a copy of the articles of incorporation for SYDNEYS, INC., enclosed, together with our firm's check in the amount of \$78.75 as payment for filing and a certificate of status. Should you have any questions in this regard, please do not hesitate to contact me at your convenience.

Very truly yours,

Mark R. Dolan

FILED
99 FEB -5 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOLDINGS

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-01/20/99-01013-011

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

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 1999

MARK R. DOLAN, ESQ.
112 E STREET, SUITE B
TAMPA, FL 33602

SUBJECT: SYDNEY'S, INC.
Ref. Number: W99000001777

We have received your document for SYDNEY'S, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00003275



MARK R. DOLAN, P.A.

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112 EAST STREET, SUITE B

TAMPA, FL 33602

(813) 221-9533

FAX (813) 221-9175



January 27, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314
Attention Pamela Hall

Dear Ms. Hall,

Please find an original and a copy of the articles of incorporation for SYDNEY'S HOLDINGS, INC., enclosed, together a copy of your letter #99A00003275 for filing and a certificate of status. Should you have any questions in this regard, please do not hesitate to contact me at your convenience.

Very truly yours,

Mark R. Dolan

**ARTICLES OF INCORPORATION
OF
SYDNEY'S HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of the corporation shall be SYDNEY'S HOLDINGS INC.

ARTICLE II. ADDRESS: The principal place of business of this corporation shall be: 3804 North A Street, Tampa, Florida 33609.

ARTICLE III. NATURE OF BUSINESS: The purpose of this business is to engage or transact in any or all lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE V. ADDRESS; REGISTERED AGENT: The street address of the initial registered office of the corporation shall be: 3804 North A Street, Tampa, Florida 33609 and the name of the initial registered agent of the corporation at that address is Ronald Sass. I, Ronald Sass am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Ronald Sass

ARTICLE VI. TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS: This corporation shall initially have 1 officer. The power to manage the corporation shall be reserved to the shareholders. There shall

be no board of directors.

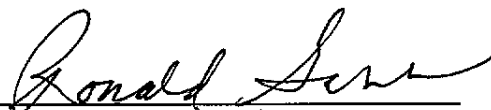
ARTICLE VIII. PREEMPTIVE RIGHTS: The corporation shall provide preemptive rights to existing shareholders to purchase any additional shares of stock of the corporation as they are issued, at such terms as the corporation may determine, in such percentage of the whole as each shareholder owns at the time of the offering, prior to such shares being offered to outside parties.

ARTICLE IX. INCORPORATOR: The name and address of the person signing these Articles as Incorporator is Ronald Sass, at 3804 North A Street, Tampa, Florida 33609.

ARTICLE X. BY-LAWS: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI. AMENDMENTS: The Corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31 day of January, 1999.



Ronald Sass

FILED
99 FEB -5 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA