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MARTIN LAWSON
2273 S.E. SEAMIST STREET
PORT ST. LUCIE, FLORIDA 34952

June 6, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-06/11/99--01038--009
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - BURGUNDY ENTERPRISES, INC.

GENTLEMEN:

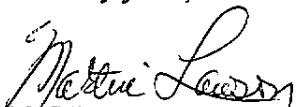
ENCLOSED ARE THE FOLLOWING:

- AND
- 1) ARTICLES OF INCORPORATION FOR CORPORATION AS STATED ABOVE,
 - 2) CHECK IN PAYMENT FOR INCORPORATING THE ABOVE CORPORATION.

THANK YOU FOR YOUR COURTEOUS ATTENTION TO THE ABOVE REQUEST.

PLEASE FORWARD THE APPROVED ARTICLES TO MY ATTENTION.

Sincerely yours,


MARTIN LAWSON

99 JUN 11 AH 10: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION
OF
BURGUNDY ENTERPRISES, INC.

FILED
99 JUN 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I - NAME AND ADDRESS

THE NAME AND ADDRESS OF THIS CORPORATION:

BURGUNDY ENTERPRISES, INC.

C/O JOHN BAKER
1932 S.E. BURGUNDY LANE
PORT ST. LUCIE, FLORIDA 34952

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF FILING THE ARTICLES OF INCORPORATION.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL BUSINESS.

THIS CORPORATION MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED (100) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN IS ONE HUNDRED DOLLARS (\$100.00)

ARTICLE VI - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH FOR ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE THIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 2273 SE SEAMIST STREET, PORT ST. LUCIE, FLORIDA 34952 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: MARTIN LAWSON.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2)) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION ARE:

NAME

JOHN BAKER

1932 S.E. BURGUNDY LANE
PORT ST. LUCIE, FLORIDA 34952

DAVID TOMECKO

251 MONTEREY WAY
ROYAL PALM BEACH, FLORIDA 33411

THESE OFFICERS SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED.

ARTICLE IX - INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

NAME

JOHN BAKER

1932 S.E. BURGUNDY LANE
PORT ST. LUCIE, FLORIDA 34952

ARTICLE X - INDEMNIFICATION

THIS CORPORATION SHALL HAVE THE POWER TO INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI - BY LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

THE SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAME:

JOHN BAKER
DAVID TOMECKO

FIFTY SHARES
FIFTY SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OF THE CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XI11 - CALLING OF SPECIAL MEETING

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY WRITTEN NOTICE, DELIVERED TO EACH SHAREHOLDER, TEN (10) BUSINESS DAYS PRIOR TO THE MEETING DATE.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

FIFTY-ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF THE SHAREHOLDERS. IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY-ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING AND ENTITLED TO VOTE ON THE SUBJECT MATTER SHALL BE THE ACT OF THE SHAREHOLDERS.

ARTICLE XV - MANAGEMENT OF CORPORATION BY DIRECTORS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE XVI - REMOVAL OF DIRECTORS

THE SHAREHOLDERS OF THIS CORPORATION SHALL NOT BE ENTITLED TO REMOVE ANY DIRECTOR FROM OFFICE WITHOUT CAUSE.

ARTICLE XVII - DIRECTOR, QUORUM AND VOTING

ONE HUNDRED PERCENT (100%) OF THE DIRECTORS SHALL CONSTITUTE A QUORUM FOR A MEETING OF DIRECTORS. IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF ONE HUNDRED PERCENT (100%) OF THE DIRECTORS PRESENT SHALL BE THE ACT OF THE BOARD OF DIRECTORS.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN CONSENT, AS PROVIDED BY LAW.

ARTICLE XX - DIVIDENDS

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XXI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION IN THE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION AT PORT ST. LUCIE, FLORIDA, THIS 6 DAY OF JUNE 1999 FOR THE USES AND PURPOSES AFORESAID.

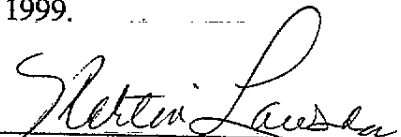


JOHN BAKER SUBSCRIBER

ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCES FOR BURGUNDY ENTERPRISES, INC. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DOES HEREBY ACCEPT SAID DESIGNATION AND AGREES TO ACT IN THIS CAPACITY AND DOES FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE REGISTERED AGENT'S DUTIES.

DATED THIS 6 DAY OF JUNE, 1999.


MARTIN LAWSON

ADDRESS OF REGISTERED AGENT:

2273 S.E. SEAMIST STREET
PORT ST. LUCIE, FLORIDA 34952

FILED
99 JUN 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA