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ROBERT E. STONE
ATTORNEY AT LAW

June 24, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

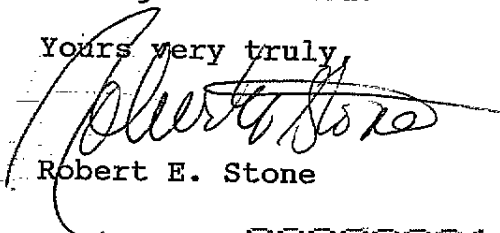
Re: Peepers, Inc.

Dear Sir/Madam:

Enclosed is an original and copy of the Articles of Incorporation for Peepers, Inc., together with a check of Joan A. Vodges in the amount of \$70.00 for filing fee and resident agent designation.

Please return the copy to us showing date filed.

Yours very truly,


Robert E. Stone

RES/rf
Encl.

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FILED
99 JUN 28 AM 8:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUL 1 1999

ARTICLES OF INCORPORATION

OF

PEEPERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that she has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PEEPERS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address is 500 St. Lucie Blvd., Fort Pierce, Florida 34946, and the post office address of the principal office of this corporation is in the State of Florida, County of Indian River, P. O. Box 82, Vero Beach, Florida, 34961. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholder or until the successor or successors are elected and shall qualify are:

JOAN R. VOGDES
500 St. Lucie Blvd.
Fort Pierce, Florida 34946

TIMOTHY McGRATH
339 Panther Court
Bandara, Texas 77803

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

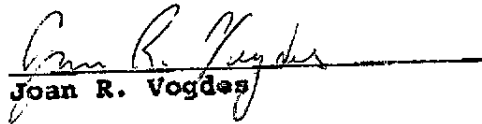
JOAN R. VOGDES
500 St. Lucie Blvd.
Fort Pierce, Florida 34946

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

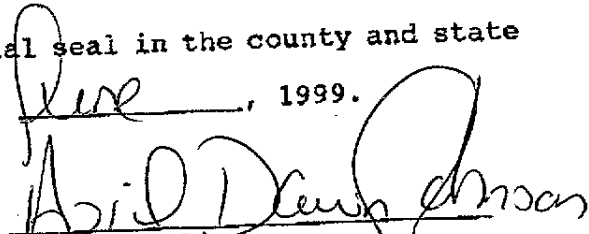
The registered agent of this corporation shall be ROBERT E. STONE, ESQ., and the address of the registered office of this corporation shall be 2145 14th Avenue, Vero Beach, Florida 32960.


Joan R. Vogdes

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

BEFORE ME, personally appeared JOAN R. VOGDES, who being first duly sworn and known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and she 'acknowledged before me that she executed the same.

WITNESS my hand and official seal in the county and state last aforesaid on this 22nd day of June, 1999.

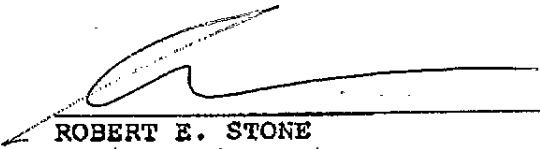

Notary Public

My commission expires

April Dawn Johnson
MY COMMISSION # DC650802 EXPIRES
JUNE 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: PEEPERS, INC., desiring to form under the laws of the State of Florida, and who's principal office, as indicated in the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named ROBERT E. STONE, ESQ., as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



ROBERT E. STONE
Registered Agent

FILED

99 JUN 28 AM 8:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA