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Nugget Holdings Corp.
120 N. U.S. Highway One, #100
Tequesta, FL 33469

October 26, 1999

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-10/28/99--01077--007
*****78.75 *****78.75

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

Gentlemen:

Enclosed please find Articles of Incorporation for Nugget Holdings Corp. for filing with the state of Florida. The \$78.75 filing fee is enclosed.

Please send confirmation to 120 N. U.S. Highway One, #100, Tequesta, FL 33469.

Yours truly,

Vicki J. Lavache

Vicki J. Lavache

Enclosure

FILED
99 OCT 28 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NUGGET HOLDINGS CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Nugget Holdings Corp. The principal place of business shall be 120 N. U.S. Highway One, #100, Tequesta, FL 33469.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is 25,000,000 Common Stock with a par value of \$0.01 per share and 5,000,000 Preferred Stock with a par value of \$.01 per share.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 120 N. U.S. Highway One, #100, Tequesta, Florida 33469 and the name of the initial registered agent of the Corporation at that address is Vicki J. Lavache.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

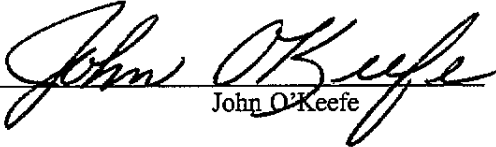
ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is John O'Keefe, 120 N. U.S. Highway One, Suite #100, Tequesta, Florida 33469.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is John O'Keefe, 120 N. U.S. Highway One, Tequesta, Florida 33469.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of October 1999.


John O'Keefe

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

NUGGET HOLDINGS CORP., desiring to organize under the laws of the State of
Florida with its registered office address, as indicated in the Articles of Incorporation, as 120
N. U.S. Highway One, #100, Tequesta, Florida 33469, has named VICKI J. LAVACHE as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named 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 Chapter 48.091, F.S., relative to keeping open said office.

Vicki J. Lavache
Vicki J. Lavache