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EFFECTIVE DATE
February 24, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 21 PM 10:25

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

1001001417121
-02/28/95--01071--002
***\$122.50 ***\$122.50

Re: Carfeel Props, Inc.
Our File No. 94-1040

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Carfeel Props, Inc., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enclosures

WPWIN-22886

KON 3-1

EFFECTIVE DATE
2-24-95

ARTICLES OF INCORPORATION
OF
CARFEEL PROPS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 27 AM 10:25

The undersigned, acting as incorporator of CARFEEL PROPS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

CARFEEL PROPS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

5220 N.W. 72nd Avenue
Unit 25
Miami, Florida 33166

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on February 24, 1994.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida, 33133 and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be

less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Maria C. De Florido	5220 N.W. 72nd Ave Unit 25 Miami, FL 33166
Maria Teresa De Piovesan	5220 N.W. 72nd Ave Unit 25 Miami, FL 33166
Rosana V. De Hidalgo	5220 NW 72nd Ave Unit 25 Miami, FL 33166

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
L. Janá Sigars, Esq.	Holtzman, Krinzman, Equels, Sigars & Furia 2601 South Bayshore Drive Suite 600 Miami, FL 33133

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the

performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

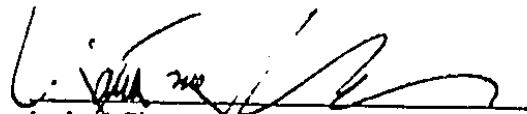
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24th day of February, 1995.


L. Juna Sigars, Incorporator

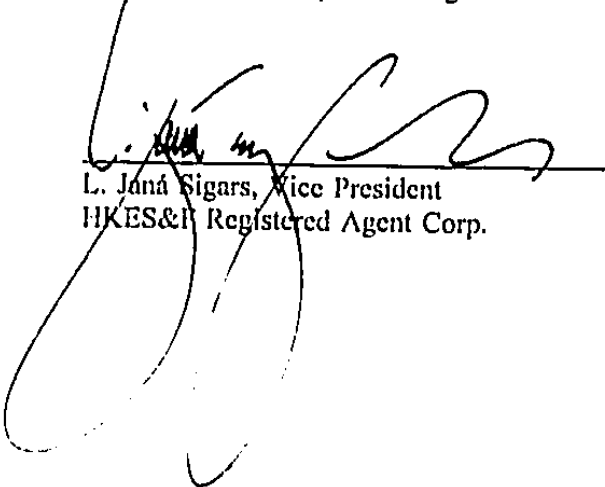
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CARFEEL PROPS, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 2601 South Bayshore Drive, Suite 600, Miami, State of Florida, has named IKES&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



L. Janá Sigars, Vice President
IKES&F Registered Agent Corp.