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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (305)523-2626

ACCT#: 076060003657

FAX #: (305)523-5306

NAME: CARADOR U.S.A., INC.
AUDIT NUMBER.....H96000015011
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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TALLAHASSEE, FLORIDA

10/25/96
796A-49394

ARTICLES OF INCORPORATION
OF
CARADOR U.S.A., INC.

10/24/96

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be CARADOR U.S.A., INC.

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ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective October 24, 1996.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: 7654 Ramona Street, Miramar, Florida 33023.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be **WORLDWIDE CORPORATE SERVICES, INC.**

I do hereby accept the duties and responsibilities as registered agent.

Accepted: October 24, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDENBERG, President

ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

ARTICLE VIII
INCORPORATOR

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

Name and Address
Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 24, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG
Incorporator and Registered Agent

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on October 24, 1996.

[Handwritten Signature]

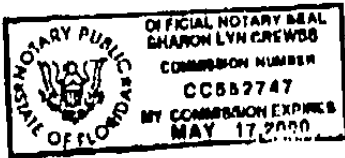
Signature of Notary Public

Sharon Lyn Crews

Typed/Printed Name of Notary Public

Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33396
(954) 323-2626
F.B.N. 151293