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ST. LOUIS, GUERRA & DELGADO, P.A.

Miami Center, 10th Floor
201 South Biscayne Boulevard
Miami, Florida 33131
Telephone 305 373-4042
Telefax 305 373-4099

November 19, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/03/96--01050--003
****122.50 ****122.50

RE: ABRACADABRA 1, INC.

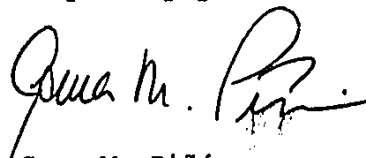
To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above-referenced corporation and a check in the amount of \$122.50, for the following:

Filing fee	\$ 35.00
Registered Agent	
Designation	35.00
Certified copy	<u>52.50</u>
TOTAL	\$ 122.50

At your earliest convenience, please return the certified copy of the articles of incorporation to me at the address set forth above, or if you have any questions with respect to the foregoing, please call me.

Very truly yours,


Gema M. Piñón

Enclosures

FILED
96 DEC -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-5-96
KR

FILED
96 DEC -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABRACADABRA 1, INC.

A Florida Corporation

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an initial incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is:

ABRACADABRA 1, INC.

ARTICLE II

The initial principal place of business and address of the Corporation shall be:

c/o St. Louis, Guerra & Delgado, P.A.
Miami Center, 10th Floor
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purposes of the Corporation, until such time as

these Articles of Incorporation are amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000), all of which shall be Common Stock, each share having a par value of One Dollar (\$1.00). All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters upon which stockholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The initial post office address of the Corporation's initial registered office shall be c/o St. Louis, Guerra & Delgado, P.A., Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be Mario R. Delgado, Esq., whose business address is and will be identical with the registered office of the Corporation.

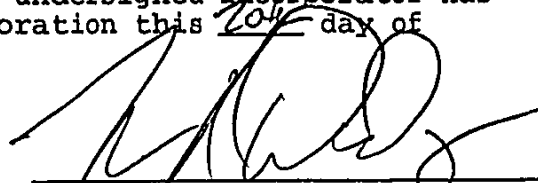
ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is set forth as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mario R. Delgado, Esq.	Miami Center, 10 th Floor 201 S. Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 20th day of
November, 1996.

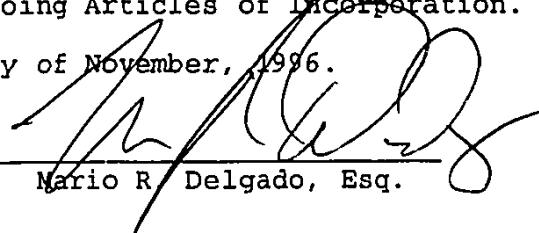


Mario R. Delgado, Esq.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida at the place designated in Article VI of these Articles of Incorporation for the proposed domestic corporation named in the foregoing Articles of Incorporation.

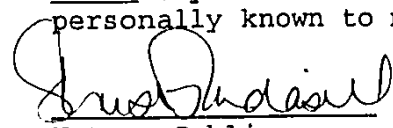
DATED this 20th day of November, 1996.



Mario R. Delgado, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

20th The foregoing instrument was acknowledged before me this 20th day of November, 1996 by Mario R. Delgado, Esq., who is personally known to me.



Notary Public
Typed/Printed Name: Denise Rudasill
My Commission Expires: 7-28-2000
Commission No: CC569717

FILED
96 DEC -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA