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7/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

EFFECTIVE DATE
7-17-97

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: E-Z TOTE, INC.

AUDIT NUMBER.....H97000011735

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. G. HUGHES JUL 18 1997

EFFECTIVE DATE
7-17-97

**ARTICLES OF INCORPORATION
OF
E-Z TOTE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is E-Z TOTE, INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence commencing July 17, 1997.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$100) Dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131, and the name and address of the initial registered agent is Carlos A. Lacasa, Esq., 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The name and address of the initial directors of this corporation are Lazaro Albo, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131; Richard Donovan, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131 and Carlos A. Lacasa, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

Prepared by:
Carlos A. Lacasa, Esq.
Armando E. Lacasa, P.A.
701 Brickell Avenue, Suite 1800
Miami, FL 33131 FBN 232203
(305) 789-2711

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles is Carlos A. Lacasa.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - OFFICERS

This corporation shall initially have 3 officers consisting of a President, Treasurer and Secretary. The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The name and addresses of the officers are President, Lazaro Albo, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131; Treasurer, Richard Donovan, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131 and Secretary, Carlos A. Lacasa, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of July, 1997.

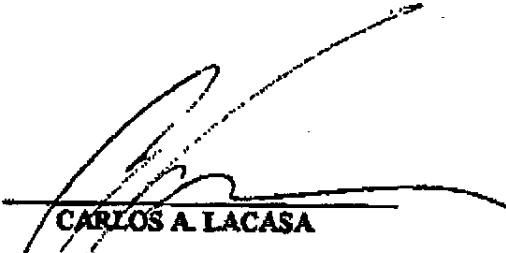

CARLOS A. LACASA

H97000011735

ACCEPTANCE OF REGISTERED AGENT

The undersigned, **CARLOS A. LACASA, ESQ.**, hereby accepts the designation as Registered Agent for **E-Z TOTE, INC.**

DATED: July 17, 1997.


CARLOS A. LACASA

This instrument prepared by:

**Carlos A. Lacasa, Esq.
Armando E. Lacasa, P.A.
701 Brickell Avenue, Suite 1800
Miami, Florida 33131
(305) 789-2711**

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