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July 8, 1998 500002586415
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Karafuto, Inc. - new corporation

Dear Sir:

Enclosed please find articles of incorporation and a registered agent designation for a new corporation to be formed, Karafuto, Inc. Please file the corporation and provide the undersigned with a certified copy of the articles. I enclose a check in the amount of \$122.50, payable to the "Florida Department of State," for your fees, as well as a stamped envelope for your convenience in replying.

Very truly yours,

Edward S. Schwartz
EDWARD S. SCHWARTZ

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Enclosures

FILED
98 JUL 13 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/15/98

FILED
98 JUL 13 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KARAFUTO, INC.

We, the undersigned, hereby agree to these Articles of Incorporation of KARAFUTO, INC., a Florida corporation, as follows:

ARTICLE I

The name of the Corporation shall be KARAFUTO, INC.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which the Corporation is formed is to conduct any lawful business, including but not limited to the development, possession, management, purchase, sale, lease, and encumbrance of real property and the performance of any lawful acts necessary or convenient to accomplish its purposes, and said Corporation shall possess and have all the powers now and hereafter conferred upon corporations by the laws of the State of Florida.

ARTICLE IV

The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of One (\$1.00) Dollar per share, which shares shall be paid for in lawful money of the United States of

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of Karafuto, Inc.
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America, or in property, or in services that have actually been performed for the corporation.

ARTICLE V

The post office address of the principal office of the Corporation in Florida is P.O. Box 144676, Coral Gables, Florida, 33114 or at such other place within the State as the shareholders may from time to time, by appropriate action, determine.

ARTICLE VI

The initial Registered Agent of the Corporation and the street address of the registered office is PHILIP M. GERSON, Miami Center, Suite 1310, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial director of this corporation shall be PHILIP M. GERSON, Miami Center, Suite 1310, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII

The names and post office address of all subscribers of this Corporation, and the number of shares which each agree to take are:

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<u>Stockholder</u>	<u>Address</u>	<u>Number of Share</u>
PHILIP M. GERSON	Miami Center Suite 1310 201 South Biscayne Boulevard Miami, FL 33131	50
CLAUDIO PASTOR, JR.	6611 Leonardo St Coral Gables, FL 33146	50

The par value of the shares shall be no less than One (\$1.00) Dollar, each subscriber having paid at least One (\$1.00) Dollar per share for them.

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the shareholders or directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the shareholders and directors or a majority thereof, and such shareholder or director may be counted in determining the existence of a quorum at any meeting of the shareholders or directors of this Corporation which shall authorize any such contract or transaction,

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notwithstanding the fact the such shareholder or director is so interested.

ARTICLE X

The Corporation shall indemnify any and all of its directors, former directors, officers or former officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any them, are made parties, or a party by reason of being or having been a director or officer of the Corporation, or of such other Corporation, to the full extent permitted by law.

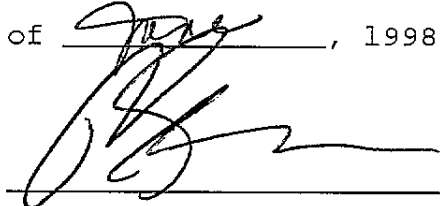
ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

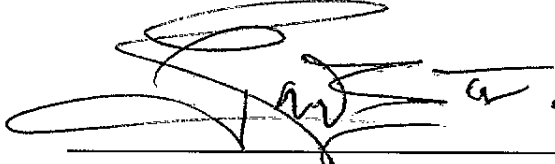
WE, the undersigned, being all of the subscribers hereinabove named, for the purpose of submitting these Articles of Incorporation, do subscribe and acknowledge these Articles of Incorporation,

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hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hand, this 30 day of June, 1998.



PHILIP M. GERSON,
Subscriber

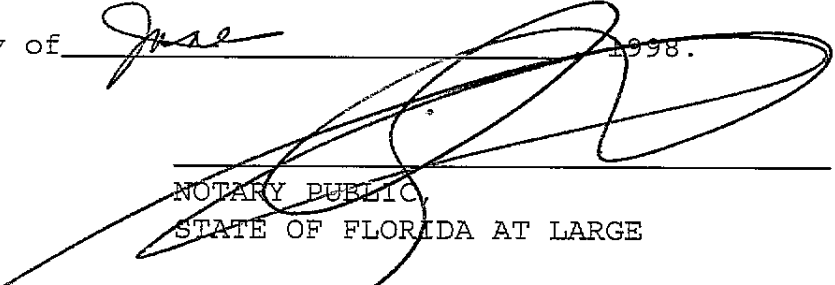


CLAUDIO PASTOR, JR.,
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

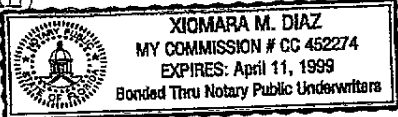
The foregoing instrument was acknowledged before me this 30 day of June, 1998 by PHILIP M. GERSON, who is well known to me or who produced _____ r/a _____ as identification, and who executed the foregoing Certificate of Incorporation as a free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal at Miami, said County, and State, this 30th day of June, 1998.



NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

Printed name of notary:
XIOMARA M. DIAZ

(SEAL)

XIOMARA M. DIAZ
MY COMMISSION # CG 452274
EXPIRES: April 11, 1999
Bonded Thru Notary Public Underwriters

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30
day of June, 1998 by CLAUDIO PASTOR, JR., who is well known to
me or who produced D. R. # P236-100-48-342-0
as identification, and who executed the foregoing Certificate of
Incorporation as a free and voluntary act and deed for the uses and
purposes therein set forth.

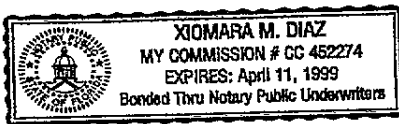
WITNESS my hand and seal at Miami, said County, and State,
this 30 day of June, 1998.

[Signature]
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

Printed name of notary:

XIOMARA M. DIAZ

(SEAL)

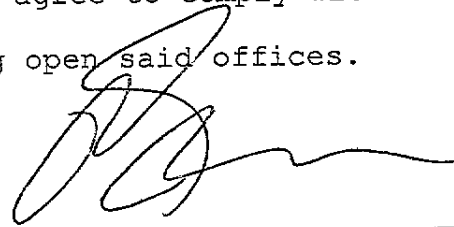


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM MAY BE SERVED - KARAFUTO, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That KARAFUTO, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named PHILIP M. GERSON, located at Miami Center, Suite 1310, 201 South Biscayne Boulevard, Miami, Florida 33131, Florida as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept this capacity and agree to comply with the provision of said Act relative to keeping open said offices.



PHILIP M. GERSON, Registered Agent

FILED
98 JUL 13 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA