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99 APR 29 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 222522 92490A
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ ~~0.00~~ 87.50

ORDER DATE : April 29, 1999
ORDER TIME : 12:26 PM
ORDER NO. : 222522-005
CUSTOMER NO: 92490A

600002857126--7

CUSTOMER: Ms. Paola Febres
PROFILET VAZQUEZ & HESS
PROFILET VAZQUEZ & HESS
Suite 407
501 Brickell Key Drive
Miami, FL 33131

NAME: DOMESTIC FILING
Spoleto Enterprises, Inc.
~~ESSEX OF FLORIDA, INC.~~

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 5/7/99
DIVISION OF CORPORATION
99 APR 29 PM 12:59
RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 29, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: ESSEX OF FLORIDA, INC.
Ref. Number: W99000010136

RESUBMIT
Please give original
submission date as file date.

We have received your document for ESSEX OF FLORIDA, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00023093

99 MAY 11 PM 3:49
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SPOLETO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SPOLETO ENTERPRISES, INC.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 501 Brickell Key Drive, suite 407, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, suite 407, Miami, Florida 33131 and the name of the initial registered agent is Gerardo A. Vazquez, Esq.

ARTICLE VI

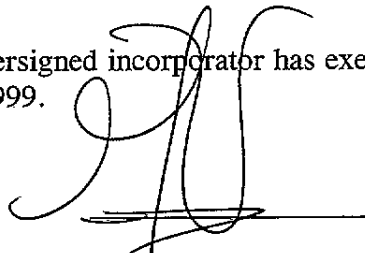
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation.

Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Gerardo A. Vazquez, Esq., 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 28th day of April, 1999.



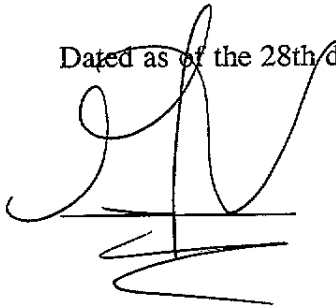
Incorporator

ACCEPTANCE BY REGISTERED AGENT

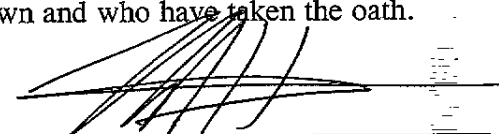
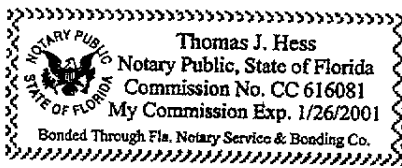
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TALLAHASSEE, FLORIDA

Having been named to accept service of process for SPOLETO ENTERPRISES, INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statues relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 28th day of April, 1999



The foregoing instrument was acknowledged before me on this 28th day of April, 1999 by Gerardo A. Vazquez, to me personally known and who have taken the oath.



Notary Public, State of Florida

THOMAS J HESS
(Print Name)

My Commission Expires: _____

Dated as of the 28th day of April, 1999.