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PLEASE REPLY TO:

Miami

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 12 PM 3:01

June 7, 1996

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: CarnoTel Management, Inc.

200001858852
-06/12/96--01075--0081
***122.50 ***122.50

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy

\$122.50

Thank you for your assistance in this matter.

Very truly yours,

Mark V. Silverio

MVS:dm
Enclosures

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6/13

**ARTICLES OF INCORPORATION
OF
CARNOTEL MANAGEMENT, INC.**

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

FILED
SECTION OF CORPORATIONS
DIVISION
95 JUN 12 10 3 01

ARTICLE I: NAME

The name of this corporation is CarnoTel Management, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 230 Westward Drive, Miami Springs, Florida 33166.

ARTICLE III: CAPITAL STOCK

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

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mark V. Silverio, Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Mark V. Silverio, Esq., Silverio & Hall, Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

President: Carlos Fernandez-Guzman, 230 Westward Drive, Miami Springs, Florida 33166

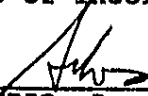
Vice President: Arnold Friedman, 230 Westward Drive, Miami Springs, Florida 33166

Secretary: Maria Elena Valdes Fernandez, 230 Westward Drive, Miami Springs, Florida 33166

Treasurer: Dorothy O. Weinstein, 230 Westward Drive, Miami Springs, Florida 33166

The undersigned has executed these Articles of Incorporation this

7 day of June, 1996.



MARK V. SILVERIO, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

99 JUN 12 10 10 AM '96
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is CarnoTel Management, Inc.
2. The name and address of the registered agent and office is:

Mark V. Silverio
Suite 2450 Courthouse Tower
44 West Flagler Street
Miami, Florida 33139

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



MARK V. SILVERIO

Date: June 7, 1996.