

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-4842

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**CAS GROUP, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CAS GROUP, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is CAS GROUP, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

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

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for

PREPARED BY:
M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131

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each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V
**INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 S.E. 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai Wald Biondo & Moreno, P.A. The Principal Office and/or mailing address is 3141 Commerce Parkway, Miramar, Florida 33025.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Stephen G. Vrabel
5758 N.W. 62nd Terrace
Parkland, Florida

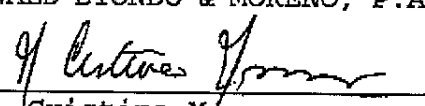
Andres Garganta
9933 S.W. 21st Street
Miami, Florida

Carlos Mallol
11355 S.W. 72nd Court
Miami, Florida

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 2000.

MURAI WALD BIONDO & MORENO, P.A.

By:


M. Cristina Moreno
Vice President

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**CERTIFICATE OF REGISTERED AGENT
OF
CAS GROUP, INC.**

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That CAS GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai Wald Biondo & Moreno, P.A., as its agent to accept service of process within this State.

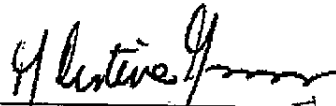
A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 23rd day of June, 2000.

MURAI, WALD, BIONDO
& MORENO, P.A.

By:


M. Cristina Moreno

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