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From:
Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

Edith Holdings Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 16, 2001

CORPORATE CREATIONS ENTERPRISES

SUBJECT: EDITH HOLDINGS INC.
REF: W01000008495

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Edith Holdings Inc.

Article II. Address

The Corporation's mailing address is:
Edith Holdings Inc.
8550 NW 33rd Street
Suite 200
Miami FL 33122

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Anibal J. Duarte-Viera
8550 NW 33rd Street
Suite 200
Miami FL 33122

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Anibal J. Duarte-Viera
John Bradley

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Anibal J. Duarte-Viera | FL Bar Member 910392
Law Offices of Anibal J. Duarte-Viera, P.A.
8550 NW 33rd Street
Suite 200
Miami FL 33122
305-774-1300
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Anibal J. Duarte-Viera
Law Offices of Anibal J. Duarte-Viera, P.A.
8550 NW 33rd Street
Suite 200
Miami FL 33122

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 10, 2001.

The undersigned incorporator executed these Articles of Incorporation on April 16, 2001.



ANIBAL J. DUARTE-VIERA
by J.A. Fine as attorney-in-fact

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

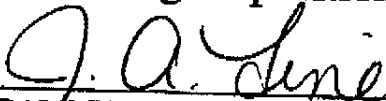
CORPORATION:

Edith Holdings Inc.

REGISTERED AGENT/OFFICE:

Anibal J. Duarte-Viera
8550 NW 33rd Street
Suite 200
Miami FL 33122

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA
by J.A. Fine as attorney-in-fact

Date: April 16, 2001

Anibal J. Duarte-Viera | FL Bar Member 910392
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