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LILIANA CANO AGRON

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FILED
01 JUL -9 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 9, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Andrian Imports, Inc. (the "Company")

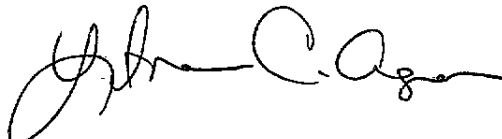
Dear Sir or Madam:

Enclosed are two original sets of the Company's Articles of Incorporation, along with our check in the amount of \$78.75 for the filing fee, registered agent designation fee, and certified copy of the Articles.

If you have any questions, please call.

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Sincerely,



Liliana Cano Agron

J. BRYAN JUL 11 3 2001

**ARTICLES OF INCORPORATION
OF
ANDRIAN IMPORTS, INC.**

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ARTICLE I

The name of the corporation (the "Corporation") shall be Andrian Imports, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act and shall have perpetual existence.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose names and addresses are as follows:

Silvia Rodriguez
7736 S.W. 35 Terrace
Miami, FL 33155

Frank Rodriguez
2075 S.W. 57 Court
Miami, FL 33155

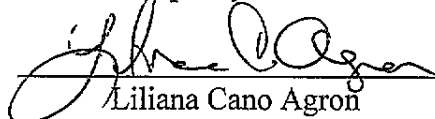
Irene Pasteris
10204 S.W. 159 Place
Miami, FL 33196

ARTICLE IX

The initial registered agent of the corporation is Liliana Cano Agron. The street address of the corporation's initial registered office is 6141 S.W. 85th Street, South Miami, Florida 33143.

WRITTEN ACCEPTANCE BY AGENT

Having been named to accept service of process for the Corporation at the registered office designated above, I hereby agree to serve in this capacity.


Liliana Cano Agron

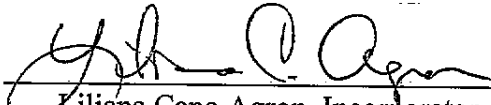
ARTICLE X

The principal place of business and mailing address of this corporation shall be: 7736 S.W. 35th Terrace, Miami, FL 33155.

ARTICLE XI

The name and address of the incorporator, who is an attorney duly licensed in the State of Florida to perform services as such, is Liliana Cano Agron, 6141 S.W. 85th Street, South Miami, Florida 33143.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 2001.


Liliana Cano Agron, Incorporator

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