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November 15, 2001

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

FILED
01 NOV 19 PM 7:43
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Re: Mc Hanes Group Incorporated

600004687476--8
-11/19/01--01063--005
*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for Mc Hanes Group Incorporated, together with a check in the amount of \$78.75 for the filing fee.

Please file the articles and return a certified copy of same.

Sincerely yours,



Alina Carvajal
Secretary to John T. Prah

/ac

Enclosure

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*11-26-01
WCC*

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: Mc Hanes Group Incorporated
2. The mailing address for the Corporation shall be 2801 Ponce de Leon Blvd., Suite 1100, Coral Gables, FL 33134.
3. The period of its duration is perpetual.
4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. The Corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 2801 Ponce de Leon Blvd., Suite 1100, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is Sharon Carlson.
7. The number of directors constituting its initial board of directors is one (1), whose name and address is:

James McCloskey
2801 Ponce de Leon Blvd., Suite 1100
Coral Gables, FL 33134

8. The name and address of the Incorporator is:

Sharon Carlson
2801 Ponce de Leon Blvd., Suite 1100
Coral Gables, FL 33134

9. Preemptive Rights shall be as follows: The holders of the common stock of this Corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

Dated this 9 day of Nov., 2001.


Sharon Carlson

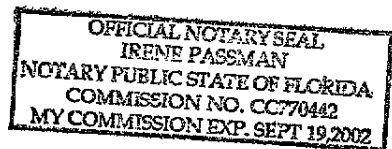
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 9 day of Nov, 2001, by Sharon Carlson who is personally known to me or who produced _____ as identification.

My commission expires:

Irene Passman
Notary Public



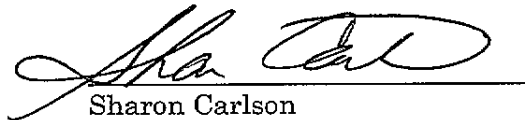
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – that Mc Hanes Group Incorporated, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Miami-Dade, State of Florida, has named Sharon Carlson, 2801 Ponce de Leon Blvd., Suite 1100, Coral Gables, FL 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Sharon Carlson

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