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GREENBERG TRAURIG

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Florida Department of State
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DIVISION OF CORPORATION

FLORIDA PROFIT CORPORATION OR P.A.

Swire Carbonell Inc

Certificate of Status	0
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Page Count	04
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NO. 021... P.2/6

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NO. 243 P. 1

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Florida Secretary of State
Company Division of Corporations
Fax Number (850) 205-0383
Phone Number
FROM Heather Irving
File Number 04483.47000
Comments Re: H03000245605 3

Attached please find Articles of Incorporation of Swire Carbonell Inc for filing.

Date August 1, 2003
Time 2:33 PM
No. Pages Including this cover sheet 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SWIRE CARBONELL INC**

ARTICLE 1

Name

The name of the corporation is SWIRE CARBONELL INC (hereinafter called the "Corporation").

ARTICLE 2

Address

The street address of the initial principal office and the mailing address of the corporation is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

ARTICLE 3

Authorized Shares

The number of shares that the Corporation is authorized to issue is:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$0.01	Common

ARTICLE 4

Registered Office and Agent

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131, and the name of its initial registered agent at that office is GREGG TOLAND.

ARTICLE 5

Incorporator

The name of the Incorporator is GREGG TOLAND, and the address of the Incorporator is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

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ARTICLE 6

Initial Directors

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

STEPHEN L. OWENS
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

GREGG TOLAND
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ROY HALL
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

MAILE AGUILA
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE 7

Indemnification of Officers and Directors

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE 8

Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE 9

Bylaws

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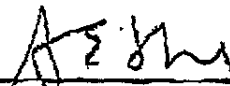
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The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation as of the 1 day of August, 2003.



Gregg Toland, Incorporator

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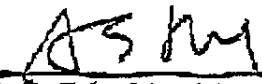
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CONSENT OF REGISTERED AGENT
SWIRE CARBONELL INC

The undersigned, Gregg Toland, whose business address is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of SWIRE CARBONELL INC, a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.



Gregg Toland, Registered Agent

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