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H. M. TAYLOR (1982-1983)

GEORGE F. ALLEN  
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PETER C. BIANCHI, JR.  
DAVID S. BOWMAN, P.A.  
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HAROLD L. GREENE  
MICHAEL F. HILL  
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GERALD W. MOORE, P.A.  
JAMES W. MOORE, P.A.  
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OF COUNSEL  
P. TRISTAN BOURGOIGNIE  
FRANK D. HALL  
BURTON HARRISON  
A. STEPHEN KOTLER  
ROBERT A. SPOTTSWOOD, P.A.

TAYLOR, BROWN, BAKER & GREENE  
ESTABLISHED 1908

January 18, 1995

PLEASE REPLY TO

Miami

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

FOURTEENTH FLOOR  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131-2900  
TELEPHONE (305) 377-6700  
TELECOPIER (305) 371-4578

POST OFFICE BOX 1189  
225 SOUTH ADAMS STREET, SUITE 280  
TALLAHASSEE, FLORIDA 32302-3188  
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BARNETT BANK PLAZA, 18TH FLOOR  
ONE EAST BROWARD BOULEVARD  
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800 FLEMING STREET  
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TELEPHONE (305) 292-1776  
TELECOPIER (305) 292-1982

2801 PONCE DE LEON  
SUITE 707  
CORAL GABLES, FLORIDA 33134-6994  
TELEPHONE (305) 445-7577  
TELECOPIER (305) 446-9944

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Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Carofel Inc.

Dear Sirs:

Enclosed are the Articles of Incorporation for Carofel Inc. and a check in the amount of \$122.50 in payment of the following:

\$35.00 - Filing Fee;  
\$35.00 - Registered Agent Fee;  
\$52.50 - Certified Copy of the Articles of  
\$122.50 Incorporation

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Sincerely,

Thomas J. Skola

TJS.gk  
Enclosure

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55 JAN 24 PM 2:45

ARTICLES OF INCORPORATION OF  
CAROFEL INC.

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is:

CAROFEL INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the

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CLERK OF THE COURT  
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pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE VI

##### CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VII

##### PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 801 Brickell Avenue, 14th Floor, Miami, Florida 33131.

#### ARTICLE VIII

##### NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

#### ARTICLE IX

##### SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

Thomas J. Skola - 801 Brickell Avenue  
14th Floor  
Miami, Florida 33131

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the Corporation is: 801 Brickell Avenue, 14th Floor, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Skola.

ARTICLE XI

INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on this 18th day of January, 1995.

  
THOMAS J. SKOLA

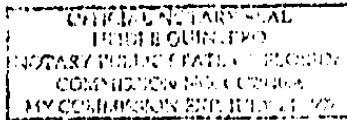
STATE OF FLORIDA    )  
                              ) SS.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me by THOMAS J. SKOLA, individually. He is personally known to me and did take oath, this 18th day of January, 1995.

Heidi E. Quinteiro  
Notary Public, State of Florida  
at Large

My Commission expires:

Name of Notary: \_\_\_\_\_



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: Thomas J. Skola  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 24 PM 2:45