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LAW OFFICES OF
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April 18, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

900001493659
-05/18/95--01094--0016
****131.25 ****131.25

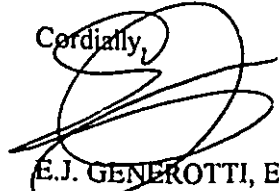
RE: Ciarra Holdings, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one executed copy of Articles of Incorporation for CIARRA HOLDINGS, INC., together with funds in the sum of \$131.25.

Please file the articles, return a copy to the undersigned together with a certificate under seal.

Cordially,


E.J. GENEROTTI, ESQ.
For the Firm

EJG/pb
Enclosures

FILED
MAY 18 AM 9:48
STATE
TALLAHASSEE, FLORIDA

BROWN MAY 19 1995

ARTICLES OF INCORPORATION
OF
CIARRA HOLDINGS, INC.

FILED
95 MAY 18 AM 9:18
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

CIARRA HOLDINGS, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes

or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be CIARRA HOLDINGS, INC., having its principal place of business at: 5293 S.W. 40th Avenue, Fort Lauderdale, Florida 33314.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have one (1) director initially; the number of Directors

may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

DIRECTOR: The name and address of the first Board of Directors of these Articles of Incorporation is as follows:

CANDACE BUROFSKY
Director

5293 S.W. 40th Avenue
Fort Lauderdale, FL 33314

The name and address of the original officers is as follows:

CANDACE BUROFSKY
President, Vice President
Secretary & Treasurer

5293 S.W.40th Avenue
Fort Lauderdale, FL 33314

ARTICLE IX

INCORPORATOR AND SUBSCRIBER: The Incorporator and Subscriber to all of the capital shares of the corporation is:

CANDACE BUROFSKY

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That CANDACE BUROFSKY 5293 S.W. 40th Avenue, Fort Lauderdale, FL 33314 is hereby named Registered Agent for this corporation to be its agent and to

accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for CIARRA HOLDINGS, INC. at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Candace Buofsky
CANDACE BUROFSKY
Registered Agent

I, **THE UNDERSIGNED**, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 28 day of April, 1995.

Candace Buofsky
CANDACE BUROFSKY

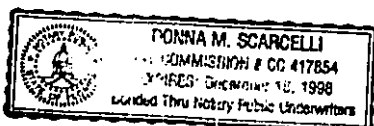
STATE OF FLORIDA)
SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **CANDACE BUROFSKY** who is personally known to me and/or who has produced her Driver's License # _____ identification and who did/did not take an oath, being by me first duly sworn, deposes and states that she is the person described in and who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 28 day of April, 1995.

Donna M. Scarcelli
NOTARY PUBLIC
State of Florida

My Commission Expires:



FILED
CLERK OF COURT
COUNTY OF BROWARD
FLORIDA
MAY 13 11 04 AM 1995