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September 19, 1995

FILED

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P O Box 6327
Tallahassee, FL 32314

95 SEP 21 1995

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RECEIVED
CORPORATION DIVISION
SEP 21 1995
TALLAHASSEE, FL

Re Caruso Enterprises of the Palm Beaches, Inc.

EFFECTIVE DATE
9-15-95

Dear Sir/Madam.

Enclosed please find an original and a duplicate of the Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the following.

Receiving, filing and indexing Articles of Incorporation	\$	35.00
Certified Copy of Articles of Incorporation	\$	52.50
Registered Agent Fee	\$	35.00
TOTAL	\$	122.50

The original is to be filed in your office and the copy certified and returned to this office in the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,



ANGELO A. CARUSO, JR.
2100 45th Street, B21
West Palm Beach, FL 33407
Phone: 842-4452

Visa # 4053 5500 0664 9901 8/97

Client is aware of
similar name
L65765

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9-25-95

ARTICLES OF INCORPORATION
OF
CARUSO ENTERPRISES OF THE PALM BEACHES, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARUSO ENTERPRISES OF THE PALM BEACHES, INC.

The address of the principal office of this corporation shall be 2100 45th Street, B21, West Palm Beach, Florida, 33407, and the mailing address of the corporation shall be the same.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2100 45th Street, B21, West Palm Beach, Florida, 33407, and the name of the initial registered agent of this corporation at that address is Angelo A. Caruso, Jr.

ARTICLE VI. OFFICERS

This corporation shall have two officers initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until the successors are elected or appointed is:

Angelo A. Caruso, Jr.
1830 Embassy Drive, #507
West Palm Beach, FL 33401

Angelo A. Caruso, III
1830 Embassy Drive, #507
West Palm Beach, FL 33401

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Angelo A. Caruso, Jr.
1830 Embassy Drive, #507
West Palm Beach, FL 33401

Angelo A. Caruso, III
1830 Embassy Drive, #507
West Palm Beach, FL 33401

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angelo A. Caruso, Jr.
1830 Embassy Drive, #507
West Palm Beach, FL 33401

ARTICLE IX. AMENDMENT

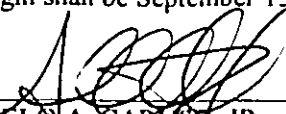
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XI. BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be September 15, 1995.



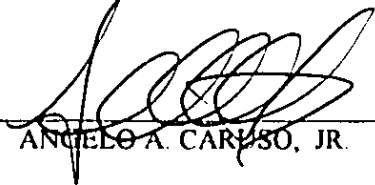
ANGELO A. CARUSO, JR.

DATED: SEPTEMBER 15, 1995.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CARUSO ENTERPRISES OF THE PALM BEACH, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By  _____
ANGELO A. CARUSO, JR.

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TALLAHASSEE, FLORIDA