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DEPARTMENT OF STATE

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STATE OF FLORIDA

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MIAMI FL 33135

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAPRICORN INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000009164

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TALLAHASSEE, FLORIDA

[Handwritten signature]

DIVISION OF CORPORATIONS

96 JUL -2 AM 11:44

RECEIVED
EMPIRE CORPORATE KIT

EDNA E. CANINO, ESQ.
12631 SW 10TH TERRACE
MIAMI, FL 33184
(305) 226-9984
FL. BAR NO. 272167

**ARTICLES OF INCORPORATION
OF
CAPRICORN INTERNATIONAL, INC.**

SECRET
TALLAHASSEE, FLORIDA

96 JUL -2 PM 2:41

FILED

I, the undersigned, acting as incorporator of a Corporation pursuant to Chapters 607 of the Florida Statutes, adopt the following Articles of Incorporation of such Corporation:

ARTICLE ONE- NAME

The name of this corporation shall be: CAPRICORN INTERNATIONAL, INC.

ARTICLE TWO- DURATION

This Corporation shall have perpetual existence.

ARTICLE THREE- INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered and principal office of this Corporation shall be: 3411 S.W. 112th Avenue, Miami, Florida

This is also the mailing address for the Corporation. The initial registered agent of this Corporation shall be:

Luis E. Lalama
3411 S.W. 112th Avenue
Miami, Florida

who shall accept service of process within the State until his successor is selected and duly designated.

ARTICLE FOUR- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE FIVE- CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 500 with a par value of \$1.00.

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ARTICLE SIX- INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation shall be not more than three, and the name and address of each person who is to serve as a member thereof is:

LUIS E. LALAMA, President & Secretary/Treasurer
3411 S.W. 112th Avenue
Miami, Florida

ARTICLE SEVEN- INCORPORATOR

The name and address of the incorporator signing these articles is:

LUIS E. LALAMA
3411 S.W. 112th Avenue
Miami, Florida

ARTICLE EIGHT- NO PERSONAL LIABILITY

Directors and officers of the Corporation shall not be personally liable for the payment of any debts or obligation of the Corporation of any nature whatsoever, nor shall any of the property of the directors and officers be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

ARTICLE NINE- AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

EXECUTION BY THE INCORPORATOR

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on the foregoing Articles of Incorporation of CAPRICORN INTERNATIONAL INC., and acknowledges and files in the office of the Secretary of State of Florida, the foregoing Articles of Incorporation, this 2nd day of July, 1996.


LUIS E. LALAMA, Incorporator

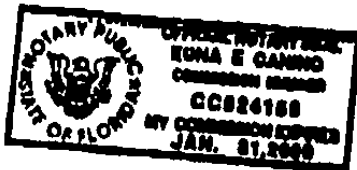
H9 600 00091 64

ACKNOWLEDGMENT AS TO INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, personally appeared, LUIS E. LALAMA, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purpose therein expressed.
[] personally known to me [] did take an oath.

WITNESS my hand and official seal this 2nd day of July, 1996.



Edna E. Canino
NOTARY PUBLIC, State of Florida At
Large

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

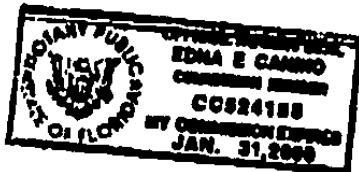
The undersigned is familiar with the obligation of a Registered Agent upon whom process may be served for CAPRICORN INTERNATIONAL, INC.

Luis E. Lalama
LUIS E. LALAMA, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, personally appeared, LUIS E. LALAMA, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purpose therein expressed.
[] personally known to me [] did take an oath.

WITNESS my hand and official seal this 2nd day of July, 1996.



Edna E. Canino
NOTARY PUBLIC, State of Florida At
Large

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TALLAHASSEE, FLORIDA

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