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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CARAVELLE 2000, INC.
AUDIT NUMBER.....H96000012553
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra D. Morthem
Secretary of State

September 9, 1996

EMPIRE, INC.

SUBJECT: CARAVELLE 2000, INC.
REF: H96000018869

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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ARTICLES OF INCORPORATION
OF

CANAVELLE 2000, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

CANAVELLE 2000, INC.

The principal place of business is:

6290 Chapman Field Drive

Miami, FL 33136

ARTICLE II . DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.
2. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

Richard A. Ferras, Esq.
330 S.W. 27 Avenue, Suite 609
Miami, FL 33135
Telephone: (305) 644-3377
Florida Bar No.: 0832235

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3. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limits as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

4. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at one (\$1.00) dollars par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 330 S.W. 27th Avenue, Miami, FL 33135 and the name of the initial registered agent of this corporation at that address is: EDUARDO A. COLINA

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have ~~three~~ directors initially. The number of directors may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO SCARPELLINI, President	Via Strigno 2B, 00124 ROMA
ROBERTO SCARPELLINI, Vice Pres.	Via Strigno 2B, 00124 ROMA
EDUARDO A. COLINA, Secretary	6290 Chapman Field Dr., Miami, Fl 33125

ARTICLE VIII. INCORPORATION

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO SCARPELLINI, President	Via Strigno 2B, 00124 ROMA
ROBERTO SCARPELLINI, Vice Pres.	Via Strigno 2B, 00124 ROMA
EDUARDO A. COLINA, Secretary	6290 Chapman Field Dr., Miami, Fl 33125

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of September, 1996.


ANTONIO SCARPELLINI

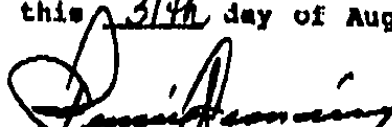
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STATE OF FLORIDA)
COUNTY OF DADR)

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BEFORE ME the undersigned authority personally appeared Antonio Scarnellini, known to me to be the person who executed the Articles of Incorporation of CARAVELLE 2000, INC., and has acknowledged before me that he has executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 31st day of August, 1996.


NOTARY PUBLIC

My commission expires:

Having been named to accept service of process for CARAVELLE 2000, INC. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 9-5-96

SIGNATURE: 
RESIDENT AGENT

THIS INSTRUMENT WAS PREPARED BY:
RICHARD A. PEREZ, ESQUIRE
330 S.W. 27th Avenue, Suite 609
Miami, Florida 33135
Telephone: (305) 644-3377



PERMANENT J. FERNANDEZ
My Commission Expires
March 28, 1999
Bonded by MIA
\$50,000.00

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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