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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 861-4414

FAX #:

NAME: CAROLANZ, INC.

AUDIT NUMBER.....H96000016096

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1996

BUSINESS WORLD TRANSACTIONS INC.

SUBJECT: CAROLANZ, INC.
REF: W96000024176

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

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000016096
Letter Number: 196A00052010

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CAROLANZ OF MIAMI, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2125 West Flagler St.
Miami, FL. 33135

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Pedro Valdes
1757 N.W. 1 St.
Miami, FL. 33135

Prepared by:

Pedro Valdes
1757 N.W. 1 St.
Miami, FL. 33135
(305) 649-4840

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Pedro Valdes
1757 N.W. 1 St.
Miami, Fl. 33135

Director, President & Secretary.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

13 day of November, 19 96.

Pedro Valdes
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CARLOLANZ, JOE, MIAMI, INC.

2. The name and address of the registered agent and office is:

Pedro Valdes

(NAME)

1757 N.W. 1 St.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Fl. 33135

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Pedro Valdes

(SIGNATURE)

11-13-96

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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