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Law Offices of
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218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

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November 13, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-11/13/96--01145--017
****122.50 ****122.50


Re: GLOBAL-FLORIDA REAL ESTATE, INC.

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,


~~BARBARA SANJURJO~~
LEGAL ASSISTANT

NOV ' 8 1996' BSB

/bs
ENCLS.

EFFECTIVE DATE
11-15-96

FILED
96 NOV 13 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-15-96

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GLOBAL-FLORIDA REAL ESTATE, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Global-Florida Real Estate, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 9240 Sunset Drive, #140, Miami, Florida 33173.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Sherman & Castro, Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Frank Vianello
9240 Sunset Drive
#140
Miami, Florida 33173

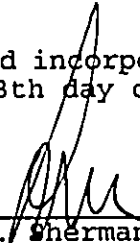
Raul Benitez
9240 Sunset Drive
#140
Miami, Florida 33173

Bernardo Benes
9240 Sunset Drive
#140
Miami, Florida 33173

Arnaldo E. Llerena
9240 Sunset Drive
#140
Miami, Florida 33173

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on November 15, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of November, 1996.



Thomas G. Sherman, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT

OF


REGISTERED AGENT

FILED

96 NOV 13 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esq.