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January 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/22/97--01025--005
****122.50 ****122.50

Re: **LENOX ENTERPRISES, INC.**

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.

Anis N. Saleh

ANS:bg
Encs: As stated

OK for Beth
for

1097-2048

P. 0123072

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LENOX ENTERPRISES, INC.

ARTICLE I - NAME

The name of the corporation is: **LENOX ENTERPRISES, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in domestic markets, and to do a general foreign and domestic exporting and importing business.

B. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed

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directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock without nominal or par value.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 6135 N.W. 167th Street, Suite E-3, City of Miami, County of Dade, State of Florida 33015.

ARTICLE V - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and street address of the initial registered agent is: Anis N. Saleh, Zyne, Saleeby & Saleh, P.A., 1 S.E. 3rd Avenue, Suite 2150, City of Miami, County of Dade, State of Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial directors of this corporation are:

NAME

RAUL A. RAMOS

ADDRESS

6135 N.W. 167th Street, Suite E-3
Miami, Florida 33015

TIRSO M. RAMOS

6135 N.W. 167th Street, Suite E-3
Miami, Florida 33015

DORA B. MAYORCA

6135 N.W. 167th Street, Suite E-3
Miami, Florida 33015

ARTICLE VII - INCORPORATOR

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

NAME

ADDRESS

DORA B. MAYORCA

6135 N.W. 167th Street, Suite E-3
Miami, Florida 33015

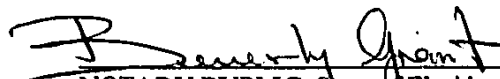
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation of LENOX ENTERPRISES, INC., this 17th day of January, 1997.


DORA B. MAYORCA

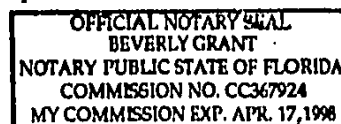
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared DORA B. MAYORCA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of January, 1997.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That LENOX ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, and State of Florida, has named Anis N. Saleh, Zyne, Saleeby & Saleh, P.A., whose address is 1 S.E. 3rd Avenue, Suite 2150, City of Miami, County of Dade, State of Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ANIS N. SALEH

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