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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: STELLA-MAR, INC.
AUDIT NUMBER.....H97000002222
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FAS-T CORP. AGENTS, INC.
LIDIA FERNANDEZ
305-599-0839
2/6/97

mc 2/6/97

H97000002222

**ARTICLES OF INCORPORATION
OF
STELLA-MAR, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

STELLA MAR, Inc.

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ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is: 4995 N.W. 72 Avenue, Ste. 400, Miami, Florida 33166.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Ste. 1900, Miami, Florida 33131 and the initial registered agent of this Corporation at that address shall be Armando E. Lacasa.

This instrument prepared by:

Armando E. Lacasa Esq.

Ruden, McClosky, Smith, Schuster & Russell, P.A.

701 Brickell Avenue, Suite 1900

Miami, Florida 33131

FBN 232203

(305) 789-2793

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ARTICLE V
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Armando E. Lacasa

701 Brickell Avenue, Suite 1900
Miami, Florida 33131

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The name and address of the initial director of the corporation is Genaro Delgado Parker, 891 Harbour Drive, Key Biscayne, Florida 33149.

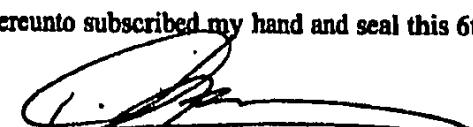
ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII
OFFICERS

This corporation shall initially have 1 officer consisting of a President/Secretary. The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/secretary. The name and address of the officer is Genaro Delgado Parker, 891 Harbour Drive, Key Biscayne, Florida 33149 - President/Secretary.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 6th day of February, 1997.



Armando E. Lacasa, Incorporator

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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0605.

DATED: February 6, 1997.



Armando E. Lacasa, Registered Agent

This instrument prepared by:

Armando E. Lacasa, Esq.
Ruden, McClosby, Smith, Schuster & Russell, P.A.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
FBN 232203

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