



THE UNITED STATES
CORPORATION
COMPANY

P97000013224

ACCOUNT NO. : 072100000032

REFERENCE : 254988 169526A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : February 10, 1997

ORDER TIME : 3:10 PM

ORDER NO. : 254988-005

600002083556--1

CUSTOMER NO: 169526A

CUSTOMER: Ms. Amy Concepcion
MANGUART & ASSOCIATES, P.A.

Main Floor
1428 Brickell Avenue
Miami, FL 33181

DOMESTIC FILING

NAME: C. CORNELL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED RECEIVED
97 FEB 11 AM 9:29
97 FEB 11 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA DEPARTMENT OF CORPORATION

99777 - 7143

2/11/97
TB

**ARTICLES OF INCORPORATION
OF
C. CORNELL, INC.**

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation are C. Cornell, Inc., 620 Crandon Blvd., Key Biscayne, Florida 33149, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, Esq., Manguart & Gomez, P.A., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Pamela Clair Schneider	620 Crandon Blvd. Key Biscayne, FL 33149

FILED
97 FEB 11 AM 9:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII - INCORPORATOR

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

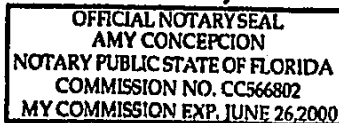
<u>Name</u>	<u>Address</u>
Julio E. Manguart	1428 Brickell Avenue, Main Floor Miami, FL 33183
	<u>Julio E. Manguart</u> Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of C. CORNELL, INC. were acknowledged before me this 5th day of February, 1997 by Julio E. Manguart, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.

Amy Concepcion
Notary Public

My commission expires :



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for C. CORNELL, INC. at the place designated in the Articles of Incorporation, Julio E. Manguart, agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: 2/5/97

Julio E. Manguart