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3/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ZAFRA EXPRESS, INC.

AUDIT NUMBER.....H97000004569

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
ZAFRA EXPRESS, INC.

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THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: ZAFRA EXPRESS, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

520 BILTMORE WAY
CORAL GABLES, FL 33134

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 1,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

Prepared by: Armando Hernandez
520 Biltmore Way
Coral Gables, FL 33134
(305) 444-8800

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ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL HIS SUCCESSORS ARE ELECTED IS:

PRESIDENT/SECRETARY:

ARMANDO HERNANDEZ
520 BILTMORE WAY
CORAL GABLES, FL 33134

VICE PRESIDENT


ANA M. HERNANDEZ
520 BILTMORE WAY
CORAL GABLES, FL 33134

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ARMANDO HERNANDEZ
520 BILTMORE WAY
CORAL GABLES, FL 33134

SIGNATURE OF INCORPORATOR



ARMANDO HERNANDEZ
DATE: MARCH 17, 1997

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

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


1. THE NAME OF THE CORPORATION IS: ZAFRA EXPRESS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ARMANDO HERNANDEZ
520 BILTMORE WAY
CORAL GABLES, FL 33134

SIGNATURE:


ARMANDO HERNANDEZ
DATE: MARCH 17, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.


ARMANDO HERNANDEZ

DATE: MARCH 17, 1997

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