



ACCOUNT NO. : 072100000032

REFERENCE : 318985 142159A

AUTHORIZATION :

COST LIMIT : \$122.50 *Patricia Pujols*

ORDER DATE : April 4, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 318985-005

700002133537--0

CUSTOMER NO: 142159A

CUSTOMER: Ms. Claudette L. Burdine
ROTH & SCHOLL

Suite 176
1500 San Remo Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: FEFABE ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 APR -4 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -4 AM 10:24
DIVISION OF CORPORATION

SN APR - 4 1997

ARTICLES OF INCORPORATION
OF
FEFABE ENTERPRISES, INC.

FILED
APR -4 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FEFABE ENTERPRISES, INC.

The address of the principal office of this corporation shall be 1075 93rd Street #301, Bay Harbor Islands, Florida 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1414 Collins Avenue, Suite 1, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Rosario E. Quiles.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John Quiles
Director

1075 93rd Street #301
Bay Harbor Islands, Florida 33154

Rosario E. Quiles
Director

1075 93rd Street #301
Bay Harbor Islands, Florida 33154

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John Quiles
President

1075 93rd Street #301
Bay Harbor Islands, Florida 33154

Rosario E. Quiles
Vice President/
Secretary/Treasurer

1075 93rd Street #301
Bay Harbor Islands, Florida 33154

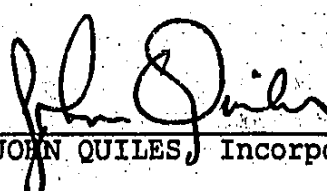
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

John Quiles
1075 93rd Street #301
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 24th day of March, 1997.

By: _____


JOHN QUILES, Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FEFABE ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Rosario E. Quiles
1414 Collins Avenue, Suite 1
Miami Beach, Florida 33139

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.


ROSARIO E. QUILES

Dated: March 24, 1997

FILED
97 APR -4 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA