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ACCOUNT NO. : 072100000032

REFERENCE : 329080 8894A

AUTHORIZATION :

COST LIMIT :

*Patricia Pizut*  
\$70.00

ORDER DATE : April 14, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 329080-005

CUSTOMER NO: 8894A

700002142037--0

CUSTOMER: Louis Zaretsky, Esq  
RITTER RITTER & ZARETSKY

Suite 100  
555 N.e. 15th Street  
Miami, FL 33132

DOMESTIC FILING

NAME: CAROLINE OF VENETIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 APR 14 PM 11:58  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 14 AM 11:28  
TALLAHASSEE, FLORIDA

SN APR 14 1997.

ARTICLES OF INCORPORATION

of

CAROLINE OF VENETIA, INC.

The undersigned subscriber to these Articles of Incorporation  
a natural person competent to contract, hereby forms a corporation  
under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAROLINE OF VENETIA, INC.

The principal place of business of this corporation shall be  
at 555 NE 15th Street #20A, Miami, FL 33132.

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 100 shares of  
common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered agent of the  
corporation shall be 555 NE 15th Street, Suite 100, Miami, FL  
33132 and the name of the initial registered agent of the  
corporation at that address is Louis D. Zaretsky.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED  
97 APR 14 AM 11:58  
TALLAHASSEE, FLORIDA

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer and 1 director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Maria Staub P/D/S/T  
555 NE 15th Street #20A  
Miami, FL 33132

ARTICLE VII. INCORPORATOR

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

Louis D. Zaretsky  
555 NE 15th Street; Suite 100  
Miami, FL 33132

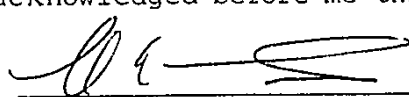
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10<sup>th</sup> day of April, 1997.

By: 

Louis D. Zaretsky

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 11 day of April, 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 WHOM  
PROCESS MAY BE SERVED

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

CAROLINE OF VENETIA, 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, State of Florida, has named Louis D. Zaretsky, 555 NE 15th Street, Suite 100, Miami, Florida, as its agent to accept service of process within this State.

  
Louis D. Zaretsky

ACKNOWLEDGEMENT BY DESIGNATED AGENT

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

  
Louis D. Zaretsky

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97 MAR 14 AM 11:58  
TALLAHASSEE, FLORIDA