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Walk In Mail Out Will Wait Photocopy	M.P. APR 2 5 1997	Certificate of Status Certificate of Good Standing ARTICLES ONLY ALL CHARTER DOCS
Profit NonProfit Limited Liability Domostication Other	AMENDMENTS Amendment Resignation of R A, Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME
Annual Report Flatitious Name	Foreign Limited Partnership	HOLD FOR PICKUP BY UCC SERVICES
Name Reservation	Reinetatement Trademark Other	Examiner's Initials



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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 6, 1997

ALAN B. FISHMAN MERIDIAN CENTER 1680 MERIDIAN AVE., SUITE 514 MIAMI BEACH, FL 33139

The name GROUP MAR, INC. has been reserved for 120 days beginning March 6, 1997. The reservation number is R97000001084 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 897A00011484

ARTICLES OF INCORPORATION

OF

GROUP MAR CORPORATION

ARTICLE I

Name

The name of the Corporation is: GROUP MAR CORPORATION

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 1717 North Bayshore Drive, Unit 1552, Miami, Florida 33132 and the name of the initial registered agent of this Corporation at that address is: Mario Andre' Espin.



ARTICLE VI

Principal Office

The principal office of the this Corporation is: 1717 North Bayshore Drive, Unit 1552, Miami, Florida 33132.

ARTICLE VII

Initial Board of Directors

This Corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of each member of the initial Board of Directors of this Corporation is:

Mario Andre' Espin 1717 North Bayshore Drive, Unit 1552 Miami, Florida 33132

ARTICLE VIII

Incorporator

The name of the person signing these Articles is: Mario Andre' Espin, whose address is 1717 North Bayshore Drive, Unit 1552, Miami, Florida 33132

ARTICLE IX

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24th day of April, 1997.

Mario Andre' Espin, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

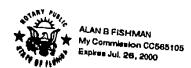
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Mario Andre' Espin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of April, 1997.

Notary Public
State of Florida at Large

ALAN B.FISHMAN
Print Name

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

GROUP MAR CORPORATION

In compliance with Sections 607.034 and 48.091, Florida Statutes, the following is submitted:

First--That GROUP MAR CORPORATION, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at city of Miami, State of Florida, has named Mario Andre' Espin, 1717 North Bayshore Drive, Unit 1552, Miami, Florida 33132, as its agent to accept service of process within the state of Florida.

Dated this 24th day of April, 1997.

Mario Andre' Espin, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of April, 1997.

Mario Andre' Espin, Incorporator,

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