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LAW OFFICES OF
PETER C. BIANCHI, JR.

255 UNIVERSITY DRIVE
CORAL GABLES, FL 33134

TELEPHONE: (305) 567-0808
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FILED

97 APR 28 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 24, 1997

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****122.50 ****122.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

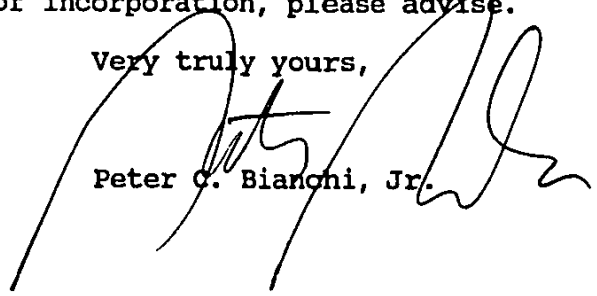
Re: Monte Carlo Investments Corporation

To Whom it may concern:

Enclosed for filing are Articles of Incorporation of the above-referenced corporation, together with our check (#1292) in the amount of \$122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,


Peter C. Bianchi, Jr.

PCB,Jr./ag
Enclosures

PK
4/29/97

ARTICLES OF INCORPORATION
OF
MONTE CARLO INVESTMENTS CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I:

The name of this Corporation is:
MONTE CARLO INVESTMENTS CORPORATION

ARTICLE II:

The principal office and mailing address of the corporation shall be:

**717 Northeast Breakers Avenue
Fort Lauderdale, Florida 33304**

ARTICLE III:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV:

The Corporation is authorized to issue **ONE THOUSAND (1,000)** shares of common stock, par value of \$1.00 per share.

ARTICLE V:

The name of the initial registered agent, and the street address of the initial registered office of the corporation are:

**Peter C. Bianchi, Jr.
255 University Drive
Coral Gables, FL 33134**

ARTICLE VI:

The number of initial directors of the corporation are four (4). The names and addresses of the initial directors of the corporation are:

T. Gunter Gies
717 Northeast Breakers Avenue
Fort Lauderdale, Florida 33304

Kathleen Gies
717 Northeast Breakers Avenue
Fort Lauderdale, Florida 33304

Johann J. Biersack
Heidestrasse 26
85716 Unterschleissheim
Germany, Europe

Gabriele Brigitte Schaefer-Biersack
Heidestrasse 26
85716 Unterschleissheim
Germany, Europe

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

ARTICLE VII:

The names and addresses of the initial officers of the corporation are:

T. Gunter Gies PRESIDENT/SECRETARY
717 Northeast Breakers Avenue
Fort Lauderdale, Florida 33304

Johann J. Biersack VICE PRESIDENT/TREASURER
Heidestrasse 26
85716 Unterschleissheim
Germany, Europe

ARTICLE VIII:

The name and address of the Incorporator of the corporation is:

T. Gunter Gies
717 Northeast Breakers Avenue
Fort Lauderdale, Florida 33304

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

T. Gunter Gies
T. Gunter Gies, Incorporator

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared T. Gunter Gies, , known to me and known by me or who produced U.S. Alien (A.I.D.) & German Passport as identification, who did ~~(did not)~~ take an oath.

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.

My Commission Expires: 1/16

NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

PETER C. BIANCHI, JR.

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