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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: LAUREATE IMPORTING, INC.

AUDIT NUMBER.....H97000008897

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 30, 1997

EMPIRE CORPORATE KIT

SUBJECT: LAUREATE IMPORTING, INC.  
REF: W97000012690

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Doris McDuffie  
Corporate Specialist Supervisor

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LAUREATE, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is LAUREATE, INC..

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general nature and purpose of the business to be transacted by this Corporation is:  
a) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including stock in any corporation, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

b) to include the transaction of any lawful business for which corporation may be incorporate under the General Corporation Act of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock at a par value of one dollar (\$1.00) a share.

ARTICLE V - REGISTERED AGENT

The initial registered agent for this corporation is: RICHARD M. FERNANDEZ, ESQ., 11077 Biscayne Boulevard, Penthouse Suite, Miami, FL 33161.

ARTICLE VI - DIRECTORS

This corporation shall name as directors:

- 1) Edward L. Hartrader, 7246 NW 37th Avenue, Miami, FL 33147.

Document Prepared By:  
Richard M. Fernandez, Esq.  
11077 Biscayne Blvd., PH Suite  
Miami, FL 33161  
(305) 893-7040  
FL Bar # 0340093

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The business of the corporation shall be managed by the directors.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is: RICHARD M. FERNANDEZ, ESQ., 11077 Biscayne Boulevard, Penthouse Suite, Miami, FL 33161.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation will be located at: 7245 NW 37th Avenue, Miami, FL 33147.

Dated on this 2nd day of June, 1997

*[Handwritten Signature]*  
RICHARD M. FERNANDEZ, ESQ.  
Incorporator

STATE OF FLORIDA )  
                                  )  
COUNTY OF DADE  )

The foregoing instrument was acknowledged before me on this 2nd day of June, 1997 by:

My commission expires: MARTHA I. MCGEE  
My Comm Exp. 2/07/00  
Bonded By Service Ins  
No. CC329225



*[Handwritten Signature]*  
NOTARY PUBLIC

Personally Known  or  
Type of Identification Produced \_\_\_\_\_

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

*[Handwritten Signature]*  
RICHARD M. FERNANDEZ, ESQ.

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MARTHA I. MCGEE  
NOTARY PUBLIC  
MIAMI, FLORIDA

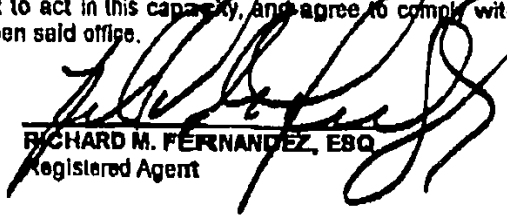
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - - That LAUREATE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 7245 NW 37th Avenue, Miami, FL 33147 has named RICHARD M. FERNANDEZ, ESQ., located at 11077 Biscayne Boulevard, Penthouse Suite, Miami, FL 33181, as its agent to accept service of process within the state.

Having been named to accept service of process for the above - - named 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.

  
RICHARD M. FERNANDEZ, ESQ.  
Registered Agent

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