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Charter Number Only

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97 JUN 13 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

400002152574--2
-04/23/97-01085-026
***122.50 ***122.50

4-22-97. Attn: Lynn D.

Sandler Travis
Requester's Name
5200 Blue Lagoon Dr. #600
Address
Miami, FL 33126
City State ZIP Phone
#267-9200

CORPORATION(S) NAME

Marcar Inc.
CARRIA INC.

RECEIVED
97 APR 23 PM 2:18
DIVISION OF CORPORATION

- ☒ Profit
☐ NonProfit
☐ Amendment
☐ Merger
☐ Foreign
☐ Dissolution
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of Registered Agent
☒ Certified Copy
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☐ Call When Ready
☐ Call If Problem
☐ After 4:30
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☐ Will Wait
☒ Pick Up
☐ Mail Out

Name
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Document
Examiner
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Acknowledgment
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K.R. JUN 13 1997

CERTIFIED COPY

W97-9433
K.R. APR 23 1997

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1997

EMPIRE

MIAMI, FL

SUBJECT: MARCAR, INC.
Ref. Number: W97000009433

We have received your document for MARCAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00020875

DIVISION OF CORPORATIONS

97 JUN 13 AM 10:54

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ARTICLES OF INCORPORATION OF
Carria Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is *Carria Inc.* The principal office and mailing address of the corporation is 10404 S.W. 129 Terrace, Miami, Florida 33176.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having NO par value (\$0.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 10404 S.W. 129 Terrace, Miami, Florida 33176, and the initial registered agent of this Corporation is Carole M. Brener, who, upon accepting this designation as evidenced by the below signature, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office for service of process.


Carole M. Brener

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1). The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Maria Jung
300 Aragon Avenue, Suite 120
Coral Gables, Florida 33134

Carole M. Brener
10404 S.W. 129 Terrace
Miami, Florida 33176

ARTICLE VII - INCORPORATOR

The name and street address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Thomas G. Travis, Esquire	5200 Blue Lagoon Drive, Suite 600 Miami, Florida 33126

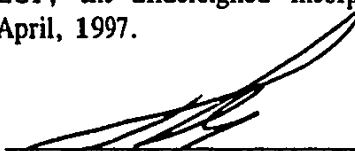
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such new shares of the stock of this Corporation as may be issued from time to time, for money, property, or services, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of April, 1997.



Thomas G. Travis, Incorporator

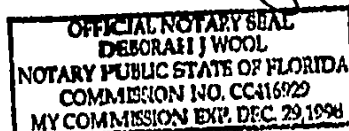
STATE OF FLORIDA)
)
COUNTY OF DADE)

21st The foregoing Articles of PHOTODIGOGRAPHY, INC., were acknowledged before me this day of April, 1997, by Thomas G. Travis, who is personally known to me.



Notary Public

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FILED
97 JUN 13 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA