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ACCOUNT NO. : 072100000032

REFERENCE : 434367 7108053

AUTHORIZATION :

COST LIMIT *Patricia Pizot* 0.00

ORDER DATE : June 19, 1997

ORDER TIME : 10:46 AM

ORDER NO. : 434367-005

CUSTOMER NO: 7108053

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CUSTOMER: George G. Sirota, Esq
GEORGE G. SIROTA, P.A.

Suite 4600
200 S. Biscayne Boulevard
Miami, FL 33131

RECEIVED
97 JUN 19 PM 12:13
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CARNABEACH, 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 JUN 19 PM 2:41
TALLAHASSEE, FLORIDA

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SN JUN 19 1997.

**ARTICLES OF INCORPORATION
OF
CARNABEACH, INC.**

FILED
97 JUN 19 PM 2:41
TALLAHASSEE, FLORIDA

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

**CARNABEACH, INC.
407 Lincoln Road, Suite 10 C
Miami Beach, Florida 33139**

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**GEORGE G. SIROTA
200 South Biscayne Blvd. Suite 4600
Miami, Florida 33131-2310**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------------------|--|
| ANTONIO CARLOS CAMAROTTI PINTO | 407 Lincoln Road, Suite 10 C Miami Beach, Florida 33139 |
| ALEXANDRE BEZERRA FROTA | 407 Lincoln Road, Suite 10 C Miami Beach, Florida 33139 |

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

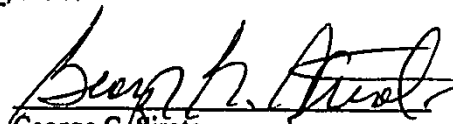
GEORGE G. SIROTA

ADDRESS

**200 South Biscayne Blvd.
Suite 4600
Miami, Florida 33131-2310**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hands and seals this

17th day of June, 1997.


George G. Sirota

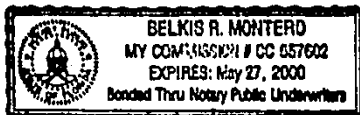
STATE OF FLORIDA)

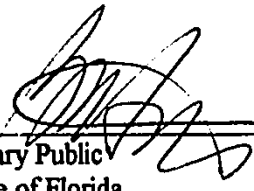
) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida,
County of DADE, to take acknowledgments, personally appeared **GEORGE G
SIROTA**, to me known to be the person described as Incorporator in the foregoing
Articles of Incorporation, who presented the following
identification: Personally known

WITNESS my hand and seal at Miami, DADE County, Florida
this 17th day of June, 1997.





Notary Public
State of Florida

My Commission expires:


**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates

GEORGE G. SIROTA, as its registered Agent to accept service of
process within this State.


George G. Sirota

The undersigned hereby accepts the foregoing designation as Registerent Agent for
service of process within the State of Florida, and agrees to comply with the provisions of
the law applicable to said designation.


George G. Sirota

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JUN 19 2:42 PM
STATE
TALLAHASSEE, FLORIDA