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June 13, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 22 11:09

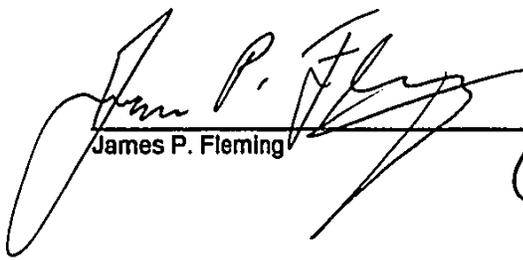
Re: THE CAMELOT GROUP INTERNATIONAL, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


James P. Fleming


Eduardo Antonacci

THE CAMELOT GROUP INTERNATIONAL, INC.
Name of Corporation

4100 NE 2nd Avenue, Suite #210
Miami, FL 33137

Ph (305) 571-3533 Fx (305) 573-8043

CP
7/2/97

EFFECTIVE DATE

6/24/97

ARTICLES OF INCORPORATION

OF

THE CAMELOT GROUP INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 22 11:02

I, the undersigned, for the purpose of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is THE CAMELOT GROUP INTERNATIONAL, INC. The principal and mailing address is 4100 NE 2nd Avenue Suite 210, Miami, Florida 33137.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State or Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the united States, and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of One Dollar (\$ 1.00) par value, unless duly changed in accordance with the Laws of the Sate of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida shall be 4100 NE 2nd Avenue, Suite 210, Miami, Florida 33137, and the name of the initial registered agent of this corporation is Eduardo Antonacci. The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

The number of directors constituting the initial Board of Directors is two. The name and address of the persons who are to serve as members of the initial Board of Directors are :

Eduardo Antonacci
1075 NE 99th Street
Miami Shores, FL 33138-2638

James P. Fleming
9011 N Bayshore Drive
Miami, FL 33138

ARTICLE X

The name and address of the persons who are to serve as officers of the corporation, and the office that they shall initially hold, and who shall hold such office for the first year of the corporation's existence, or until elections are held are :

James P. Fleming
9011 N Bayshore Drive
Miami, FL 33138

PRESIDENT

Eduardo Antonacci
1075 NE 99th Street
Miami Shores
Florida 33138-2638

VICE-PRESIDENT

ARTICLE XI

The name and street address of the subscribers to the Articles of Incorporation are as follows:

Eduardo Antonacci
1075 NE 99th Street
Miami Shores, FL 33138-2638

James P. Fleming
9011 N Bayshore Drive
Miami, FL 33138

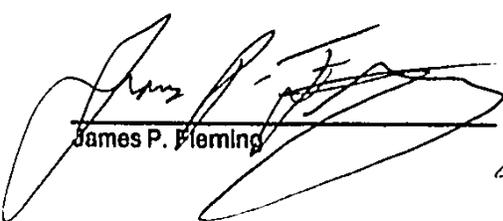
ARTICLE XII

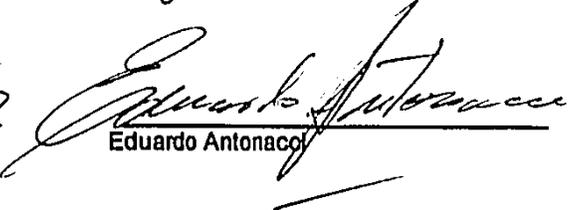
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, We, the undersigned, being the subscribing incorporators have hereunto set our hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 24 day of June 1997.

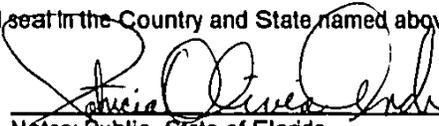

James P. Fleming


Eduardo Antonacci

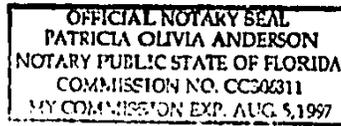
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared
JAMES P. FLEMING and Eduardo Antonio known to me to be the person described as
subscriber and acknowledged before me that he/she executed the same freely and voluntarily
for the purpose therein expressed.

WITNESS my hand and official seal in the Country and State named above, this
24 day of June 1996



Notary Public, State of Florida



My Commission Expires:

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 AM 11:38

CERTIFICATE OF REGISTERED AGENT
OF

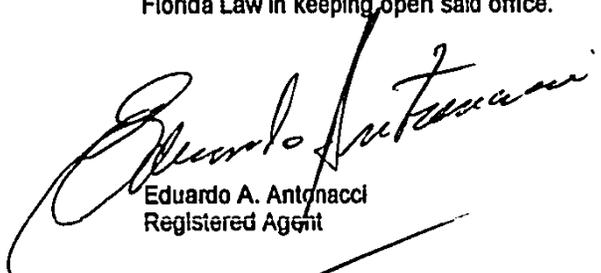
THE CAMELOT GROUP INTERNATIONAL, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 4100 NE 2nd Avenue, Suite 210 Miami, Florida 33137, has named EDUARDO A. ANTONACCI, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Eduardo A. Antonacci
Registered Agent