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August 6, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100002260551--2
-08/07/97--01058--001
****122.50 ****122.50

Attention: Domestic Charter

Re: Our File No. 97-20556
Nacar, Inc./Zellie', Inc.
Purchase of Assets

Gentlemen:

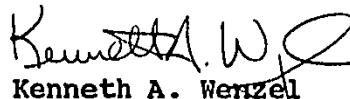
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of NACAR, INC., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned Federal Express Collect. I have enclosed a self-addressed Federal Express Airbill for this purpose.

Thank you.

Very truly yours,


Kenneth A. Wenzel

AL AUG - 8 1997

KAW/lcd
Enclosures (3)

cc: Nadine Acuna

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97 AUG - 7 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NACAR, INC.

ARTICLE 1

NAME

The name of this Corporation is NACAR, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
515 N.E. 20th Street, Boca Raton, Florida 33431.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 515 N.E. 20th
Street, Boca Raton, Florida 33431.

ARTICLE 4

PURPOSES AND POWERS

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

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 515 N.E. 20th Street, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is NADINE ACUNA.

ARTICLE 8

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation, the Incorporators, are as follows:

Carlos A. Acuna
515 N.E. 20th Street
Boca Raton, FL 33431

Nadine Acuna
515 N.E. 20th Street
Boca Raton, FL 33431

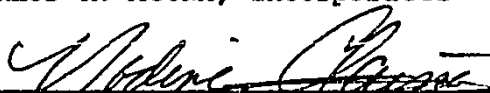
ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporators have executed these Articles of Incorporation this 6th day of August, 1997.


CARLOS A. ACUNA, Incorporator


NADINE ACUNA, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
NACAR, INC.**

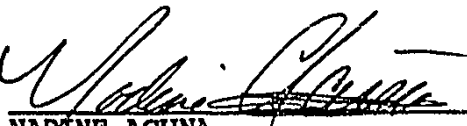
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97 AUG -7 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

NACAR, INC., desiring to organize under the laws of the State
of Florida, with its registered office as indicated in the Articles
of Incorporation, has named NADINE ACUNA, located at 515 N.E. 20th
Street, City of Boca Raton, County of Palm Beach, State of Florida,
as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.



NADINE ACUNA