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THE TALARICO COMPANY

October 27, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/29/97--01046--004
*****70.00 *****70.00

Subject: Ariel Enterprises, Inc.

Enclosed please find two original Articles of Incorporation for Ariel Enterprises, Inc. In addition, a check in the amount of \$70.00 has been included for the filing fee.

Please address all questions and respond to the undersigned:

Carla Bernabei Talarico
The Talarico Company
11321 S.W. 61 Street
Miami, Florida 33173
Phone:(305)595-9720
Fax:(305)595-6948

Sincerely,


Carla Bernabei Talarico, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 12:04

10-30-97
WS

**ARTICLES OF INCORPORATION
OF
ARIEL ENTERPRISES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is **ARIEL ENTERPRISES, INC.**

ARTICLE II.

The duration of the corporation is perpetual.

ARTICLE III.

The purpose for which the corporation is organized is to engage in the business of providing motor home rental and services and any other purpose related to the operation of this corporation.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand (1,000) of common stock at a par value of \$1.00 each.

ARTICLE V.

The address of the corporation's principal office and the corporation's registered office is 13477 S.W. 108th Street Circle, Miami, Florida 33186. The name of the corporation's initial registered agent, at such address is Patricia Irvine.

ARTICLE VI.

The number of directors constituting the initial board of directors is two (2) and the name and address of the persons who is to serve as the initial directors is:

Patricia Irvine

13477 S.W. 108th Street Circle
Miami, Florida 33186

William N. Irvine

13477 S.W. 108th Street Circle
Miami, Florida 33186

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 12:04

FILED STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 12:04**ARTICLE VII.**

The name and address of the incorporator is :

Patricia Irvine

13477 S.W. 108th Street Circle
Miami, Florida 33186

IN WITNESS THEREOF, I have executed these Articles of Incorporation on the
22nd day of October, 1997.



Patricia Irvine

ACCEPTANCE BY REGISTERED AGENT

I am hereby familiar with and accept the duties and the responsibilities as
registered agent for said corporation.



Patricia Irvine

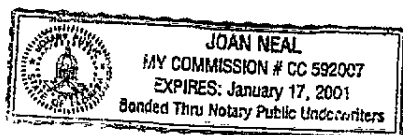
STATE OF FLORIDA)

SS.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day, personally appeared **Patricia Irvine** who, upon being duly sworn by me, deposes and says that he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 22nd day of October, 1997.


Notary Public - State of Florida