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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: MIAMI CHRISTMAS CORP.

AUDIT NUMBER.....H97000018712

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1997

EMPIRE

SUBJECT: MIAMI CHRISTMAS CORP.
REF: W97000025498

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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FAX Aud. #: H97000018712
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ARTICLES OF INCORPORATION OF

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MIAMI CHRISTMAS CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to Contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **MIAMI CHRISTMAS CORP.** The principal place of business of this corporation shall be 3242 N.W. 3 Street, Miami, Florida 33125.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock of \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3242 N.W. 3 Street, Miami, Florida 33125 and the name of the initial registered agent of the corporation at that address is Carlos J. Areces.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS.

Gonzalo R. Lage, Esq.
3750 W. 16 Avenue # 126 U
Hialeah, FL 33012.

(305) 823-7055 / FBN. 0216372

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This corporation shall have no Directors initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carlos J. Areces
3242 N.W. 3 Street
Miami, Florida 33125

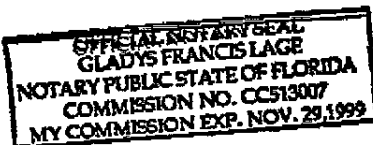
IN WITNESS WHEREOF, the undersigned authorized incorporator, has hereunto set his hand and seal on this 3rd day of November, 1997.


INCORPORATOR
Carlos J. Areces

The foregoing instrument was acknowledged before me this 5 day of NOV, 1997
by GLADYS FRANCIS LAGE


Notary Public, State of Florida at Large

My Commission expires:



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MIAMI CHRISTMAS CORP.**
2. The name and address of the registered agent and office is:

Carlos J. Areces

3242 N.W. 3 Street

(P.O.Box or Mail Drop Box **NOT** acceptable)

Miami, Florida 33125

(City, State, Zip Code)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Registered Agent

Date

11-4-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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