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FROM: ACE INDUSTRIES, INC.

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FAX #: (305)358-7832

NAME: RADUL.CAROL, INC.

AUDIT NUMBER H97000016921

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

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October 10, 1997

ACE INDUSTRIES INC

SUBJECT: RAOUL.CAROL, INC.

REF: W97000023269

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.

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ARTICLES OF INCORPORATION

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OF

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97 NOV 17 AM 11:30

RAOUL CAROL INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

NAME OF CORPORATION

The name of the corporation shall be RAOUL.CAROL, INC.

ARTICLE II DURATION

This corporation is to have perpetual existence.

ARTICLE III NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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Prepared by: acel Industries, Inc. 54 Northwest 11th St. Miami, FL 33136 H97-16921

ARTICLE V CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

11 Palm Island Miami Beach, Florida 33139

ARTICLE VI INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

LOURDES C. DIAZ

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME (S)

ADDRESS (ES)

LOURDES C. DIAZ

403 Wren Avenue Miami Springs, Florida 33166

ARTICLE VIII INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME (S)

ADDRESS(ES)

LOURDES C. DIAZ

403 Wren Avenue Miami Springs, Florida 33166

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AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

<u>article x</u> INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

LOURDES C. DIAZ

STATE OF FLORIDA)

SECOUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared LOURDES C. DIAZ, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this Stle day

October, 1997.

My Commission Expires:

NOTARY PUBLIC

State of Florida at Zarge



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FILED

REGISTERED AGENT CERTIFICATE

97 NOV 17 AMIL: 30

In pursuance of Chapter 48.091, Florida Statutes, the SECRETARY OF STATE TALLAHASSEE, FLORIDA

the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named LOURDES C. DIAZ, located at 403 Wren Avenue, Miami Springs, Florida 33166, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

LOURDES C. DIAZ

STATE OF FLORIDA) SE COUNTY OF DADE)

Public, duly authorized to take acknowledgements, personally appeared LOURDES C. DIAZ to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

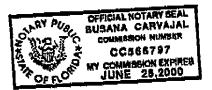
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WITNESS my hand and seal on this

October, 1997.

My Commission Expires:



State of Florida at Large

L:R.CAROL.ART