

Robert E. Stucker

Attorney at Law

10040 S.W. 199 Street

Miami, Florida 33157

Phone (305) 253-8594

December 3, 1997

P970001030916

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

300002363933--6
-12/05/97--01019--018
***122.50 ***122.50

Re: Articles of Incorporation
BARCELO ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation of the above captioned new Florida for profit corporation. Please process accordingly and forward the Certificate of Incorporation to the undersigned at the above address.

A check in the amount of \$122.50 is also enclosed for the incorporation fee.

Thank you.

Sincerely,

Robert E. Stucker

RES/sr
Enclosures

FILED
97 DEC -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-5-97

ARTICLES OF INCORPORATION
OF
BARCELO ENTERPRISES, INC.

FILED
DEC-5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is:

BARCELO ENTERPRISES, INC.

ARTICLE II

The address of the principal office, and the mailing address,
of this Corporation shall be:

6600 S.W. 54th Lane
Miami, Florida 33155

ARTICLE III

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

ARTICLE IV

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is One Thousand (1,000)
shares of common stock having a par value of One (\$1.00) Dollar
per share.

ARTICLE V

The initial registered office of this Corporation shall be
10040 S.W. 199th Street, Miami, Florida 33157, and the initial
registered agent of this Corporation at such office shall be
Robert E. Stucker, who, upon accepting this designation, agrees to
comply with the provisions of Section 48.091, Florida Statutes, as
amended from time to time, with respect to keeping an office open
for service of process.

ARTICLE VI

The initial Board of Directors shall consist of Two (2) members.
The names and addresses of the directors constituting the initial
Board of Directors are:

RAYMOND BARCELO

6600 S.W. 54th Lane
Miami, Florida 33155

MARIA E. BARCELO

6600 S.W. 54th Lane
Miami, Florida 33155

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is:

RAYMOND BARCELO

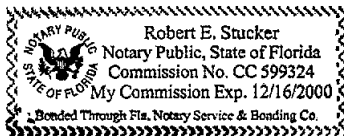
6600 S.W. 54th Lane
Miami, Florida 33155

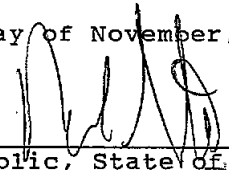
IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, this 28th day of November, 1997.


Raymond Barcelo, Incorporator [LS]

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation of BARCELO ENTERPRISES, INC., were acknowledged before me by Raymond Barcelo, as Incorporator, who is personally known to me, this 28th day of November, 1997.



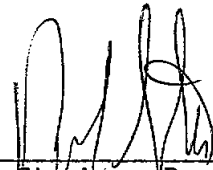

Notary Public, State of Florida

FILED
7 DEC -5 PM 2:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BARCELO ENTERPRISES, INC., at the place designated in the Articles of Incorporation, ROBERT E. STUCKER, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, is familiar with, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated this 28th day of November, 1997.


Robert E. Stucker, Registered Agent