



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636882 4337904

AUTHORIZATION : *Patricia P. P.*

COST LIMIT : \$ 122.50

ORDER DATE : December 16, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 636882-005

600002372996--9

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: HENCAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 PM 12:39
RECEIVED
97 DEC 16 AM 10:45
DIVISION OF CORPORATIONS

g
12/16/97

EFFECTIVE DATE
12/15/97

ARTICLES OF INCORPORATION
OF
HENCAR, INC.

FILED
CLERK OF STATE
CORPORATIONS
97 DEC 16 PM 12:39

ARTICLE I
Name

The name of the corporation is HENCAR, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 15th day of December, 1997.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors

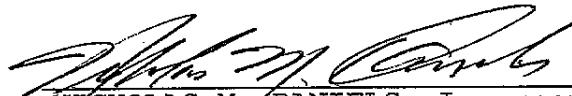
This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than ONE (1). The name and address of the initial directors of this corporation are: Henry E. Wolff, c/o Henry Wolff & Associates, Inc., 200 S.E. 1st Street, Suite 705, Miami, Florida 33131 and Henry E. Wolff, Jr., c/o Henry Wolff & Associates, Inc., 200 S.E. 1st Street, Suite 705, Miami, Florida 33131.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of December, 1997.



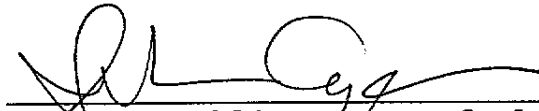
NICHOLAS M. DANIELS, Incorporator

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

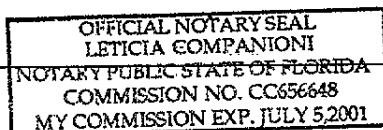
The foregoing instrument was acknowledged before me this 15th day of December, 1997, by NICHOLAS M. DANIELS, ESQ., who is personally known to me or ~~who has produced~~ _____ as identification.



Notary Public, State of Florida
at Large

Leticia Companion
Type/Print/or Stamp Name of Notary

My Commission Expires:



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CLERK OF STATE
CORPORATIONS
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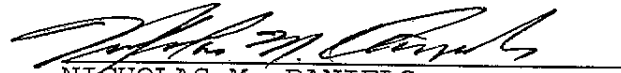
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

HENCAR, INC.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Act:

First--that HENCAR, INC., desiring to organize under the laws
of the State of Florida with its principal office at: c/o Therrel
Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue,
Suite 2400, Miami, Florida 33131, has named Nicholas M. Daniels,
Esq., located at SunTrust International Center, One S.E. 3rd Avenue,
Suite 2400, Miami, Florida 33131, as its agent to accept service of
process within this state.

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
provision of said Act relative to keeping open said office.


NICHOLAS M. DANIELS

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