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ANDRE R. FOURNIER

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July 14, 1998

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

200002595772--9
-07/22/98-01081-012
****122.50 ****122.50

RE: Anacapri International, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation for the above named corporation. Please file and return a certified copy to this office. My check is also enclosed to cover the following fees:

Filing fee	\$35.00
Certified copy fee	\$52.00
Registered agent fee	<u>\$35.00</u>
Total:	\$122.50

Thank-you for your assistance in this matter.

Very truly yours,


ANDRE' R. FOURNIER, ESQ.

ARF:gdf

Enclosures as noted

APPROVED,
AND
FILED
98 JUL 22 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 24 1998

ARTICLES OF INCORPORATION
OF
ANACAPRI INTERNATIONAL, INC.

APPROVED
AND
FILED
98 JUL 22 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, herein associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida, Tallahassee, Florida, these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ANACAPRI INTERNATIONAL, INC.

ARTICLE II

That the Corporation shall engage in any enterprise or business permitted by law.

ARTICLE III

The maximum number of shares of stock of this Corporation authorized to have outstanding at any time shall be 1000, at \$1.00 par value.

All shares of stock shall be fully paid and non-assessable. No transfer of stock shall be binding upon this Corporation unless made upon the books of this Corporation, and all certificates of stock shall be signed by the officers as may be designated by the Board of Directors, and, until changed by the Board of Directors, they shall be signed by the President and the Secretary of the Corporation.

The common stock shall have the right at each shareholder's meeting to one vote for each share standing in his name on the books of the Corporation, which right may be exercised in person or by proxy.

ARTICLE IV

This Corporation shall begin business with a Capital of not less than \$500.00. The undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$500.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of this business shall be:

1197 South West 133rd Place
Miami, Florida 33184

ARTICLE VII

The name and address of the first Board of Directors who shall hold office until the organizational meeting of this Corporation and until their successor(s) is/are elected and have qualified is/are:

ANICETO E. FERNANDEZ

ARTICLE VIII

The following named individual will serve as Registered Agent, his address for service is:

Aniceto E. Fernandez 1197 S.W. 133rd Place
Miami, Florida 33184

ARTICLE IX

The name and address of the Officers of this Corporation who, subject to this Charter, the By-laws of this Corporation, and the Laws of the State of Florida, shall hold office for the first year of existence of this Corporation or until successors have been duly elected and qualified are:

ANICETO E. FERNANDEZ

ARTICLE X

The name and address of each subscriber of these Articles of Incorporation and the number of shares he/she agrees to take are:

Aniceto E. Fernandez

1000 Shares

ARTICLE XI

The Corporation has the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter described by statute, and all the rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

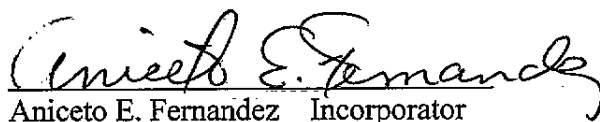
The aforementioned common stock, or any part thereof, any be issued for real property actually rendered to the Corporation, or for cash, or for the equivalent of cash, as provided by law, and in such manner, at such times and in such installments as may be prescribed by the Board of Directors. Shareholders shall have pre-emptive rights.

ARTICLE XIII

The registered corporate office of this Corporation is

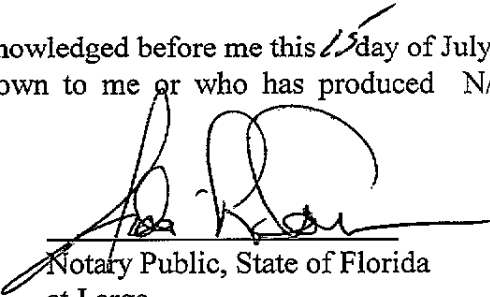
1197 S.W. 133rd Place
Miami, Florida 33184

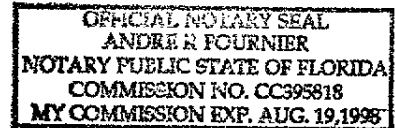
IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Incorporation for the uses and the purposes herein stated on this 15 day of July, 1998.


Aniceto E. Fernandez Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

THE FOREGOING instrument was acknowledged before me this 15 day of July 1998, by **Aniceto E. Fernandez**, who is personally known to me or who has produced N/A, as identification and who did take an oath.



Notary Public, State of Florida
at Large



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

Having been named as Registered Agent, I do hereby accept and agree to act in the capacity as Registered Agent for the above named corporation, and agree to comply with the provisions of Chapter 48 Florida Statutes relative to keeping open said office as required.

Dated 15 day of July, 1998.


Aniceto E. Fernandez
1197 S.W. 133rd Place
Miami, Florida 33184

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA