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FLORIDA DIVISION OF CORPORATIONS

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((H98000014375 3))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: CAROLINA INTERNATIONAL, CORP.
AUDIT NUMBER.....H98000014375
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: CAROLINA INTERNATIONAL, CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3305 S.W. 115 CT.
MIAMI, FL, 33165

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CAROLINA AVILA
3305 S.W. 115 CT.
MIAMI, FL, 33165

Prepared By: CAROLINA AVILA
3305 S.W. 115 CT.
MIAMI, FL, 33165
305 7782328

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CAROLINA AVILA
3305 S.W. 115 CT.
MIAMI, FL. 33165

DIRECTOR
& PRESIDENT

JOSE HERNANDEZ
3305 S.W. 115 CT.
MIAMI, FL. 33165

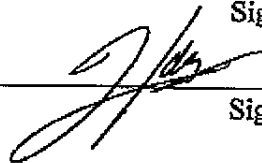
DIRECTOR
& VICE-PRESIDENT
& SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3 day of 8, 19 78



Signature



Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

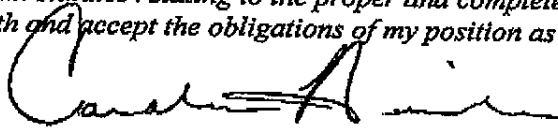
1. The name of the corporation is: CAROLINA INTERNATIONAL, CORP.

2. The name and address of the registered agent and office is:

CAROLINA AVILA
3305 S.W. 115 CT.
MIAMI, FL, 33165

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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)

8/3/98

(DATE)

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