



THE UNITED STATES
CORPORATION
COMPANY

P9900034214

FILED

99 APR 14 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 204590 82279A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigut

ORDER DATE : April 14, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 204590-005

000002839010--2

CUSTOMER NO: 82279A

CUSTOMER: Ms. Karen Hotaling
GOLDSTEIN & TANEN, P.A.
GOLDSTEIN & TANEN, P.A.
Suite 3250 One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: PHINE LIMES CORP.

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: Tamara Odom

EXAMINER'S INITIALS:

4/14/99

RECORDED
99 APR 14 PM 12:16
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
PHINE LIMES CORP.

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ARTICLE I
Name of Corporation

The name of this corporation is PHINE LIMES CORP.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is 17900 SW 89 Avenue, Miami, Florida 33157.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is 17900 SW 89 Avenue, Miami, Florida 33157. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Karen Hotaling, 17900 SW 89 Avenue, Miami, Florida 33157.

ARTICLE VII

Directors

This corporation shall have not less than one director. The name and addressee of the initial director of this corporation is:

Edward Hotaling
17900 SW 89 Avenue
Miami, Florida 33157

Carmelo Pavone
18444 SW 294 Terrace
Miami, FL 331581

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Karen Hotaling
17900 SW 89 Avenue
Miami, FL 33157

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm,

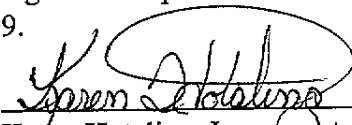
association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of April, 1999.

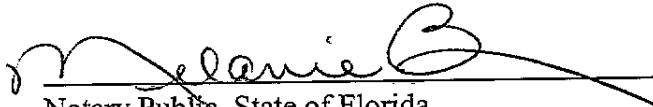


Karen Hotaling, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Karen Hotaling, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 13th of April, 1999.



Notary Public, State of Florida

My Commission Expires:

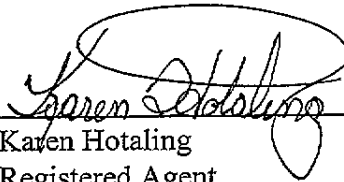
Print: Melanie Broussard



Melanie Broussard
MY COMMISSION # CC692482 EXPIRES
October 28, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Karen Hotaling
Registered Agent

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