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Miami, Florida March 12, 1999

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****122.50 *****78.75

Department of State
Corporate Records/
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

Dear Secretary of State:

Enclosed please find original and copy of the Articles of Incorporation of: *CARYCAR, INC.* ~~CEDOS, INC.~~

Also find enclosed a check payable to the Secretary of State in the amount \$122.50, which includes the statutory filing fee. Your assistance in establishing the corporation to be known as ~~CEDOS, INC.~~ is appreciated.

Respectfully,

Carlos A. Cardoso

CARLOS ANDRES CARDOSO
PRESIDENT.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 16 AM 9:40

FILED

~~W11 1146~~
PMC
3/31/99
~~25114~~

Miami, Florida April 12, 1999

Department of State
Corporate Records/
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

Attention: Doris McDuffie
File Number W99000007726

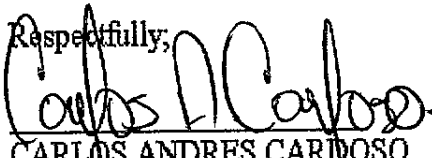
Dear Mrs. McDuffie:

Enclosed please find original and copy of the Articles of Incorporation of: CARYCAR, INC., as replacement for the Articles mailed under the name of CEDOS, INC.

The filing fee of \$122.50 were mailed to you with our previous letter dated March 12, 1999, which please use for this new filing.

Your assistance in establishing the corporation to be known as CARYCAR, INC., is appreciated.

Respectfully,


CARLOS ANDRES CARDOSO
PRESIDENT.

FILED

99 APR 16 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CARYCAR, INC
ARTICLE I
NAME

The name of this corporation is CARYCAR, INC.

ARTICLE II
DURATION

This corporation shall have a perpetual existence unless dissolved according to law, commencing upon the date this corporation is file.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 5000 shares of one dollar(\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is :14864 SW 104th street, Miami Florida 33196, and the name of the initial registered Agent of the corporation at that address is CARLOS ANDRES CARDOSO.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and address of these initial directors of this corporation are :

CARLOS ANDRES CARDOSO
14864 SW 104TH STREET # 13
MIAMI, FLORIDA 33196

MARIA CAROLINA CATANO
14864 SW 104TH STREET # 13
MIAMI, FLORIDA 33196

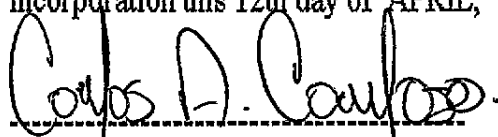
ARTICLE VII
INCORPORATOR

The name and address of the persons signing these articles are:

CARLOS ANDRES CARDOSO
14864 SW 104TH STREET #13
MIAMI, FLORIDA 33196

MARIA CAROLINA CATANO
14864 SW 104TH STREET # 13
MIAMI, FLORIDA 33196

IN WITNESS WHEREOF, the undersigner subscribers had executed these articles of incorporation this 12th day of APRIL, 1999.


CARLOS ANDRES CARDOSO


MARIA CAROLINA CATANO

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgment in the State and County set for above personally appeared : CARLOS ANDRES CARDOSO AND MARIA CAROLINA CATANO, known to me to be the persons who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they have executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of APRIL 1999.

My commission Expires:


GUILLERMO CORTES
Notary Public State Of Florida at large.



G. Cortes
MY COMMISSION # CC798845 EXPIRES
April 1, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

99 APR 16 AM 9:40

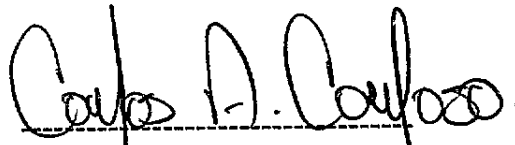
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

FIRST.- That CARYCAR, INC, desiring to organize under the Laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation at 14864
SW.104TH Street, Miami, Florida 33196 , has named CARLOS ANDRES CARDOSO,
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 place
designated in this certificate. I hereby accept to act in this capacity and agree to comply wit
the provision of said act relative to keep open this office.



CARLOS ANDRES C ARDOSO
REGISTERED AGENT..