

Law Offices
MURPHY & O'BRIEN
A NON PARTNERSHIP ASSOCIATION
4770 BISCAYNE BOULEVARD, SUITE 930
MIAMI, FLORIDA 33137

TELEPHONE (305) 571-5008
TELEFAX (305) 571-9888

WILLIAM F. MURPHY III
WILL MURPHY

JOHN J. O'BRIEN
OF COUNSEL

BRANCH OFFICE:
3135 S.W. THIRD AVENUE
MIAMI, FL 33129
TELEPHONE (305) 854-6732
TELEFAX (305) 854-4520

P99000089249
September 3, 1999

ATTN: New Filings
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600003007006--8
-10/06/99--01039--010
*****78.75 *****78.75

RE: Cartina Management, Inc.

Dear Sir/Madam:

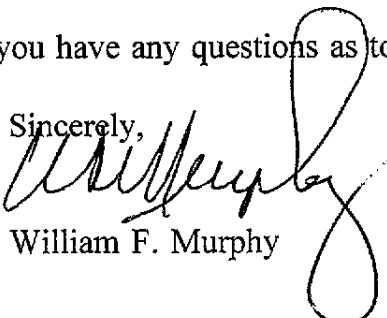
I have enclosed an original and one (1) copy of the Articles of Incorporation for Cartina Management, Inc., an original and one (1) copy of the Acceptance by Registered Agent for said corporation, and a check for \$78.75, representing the following:

1. Profit corporation filing fee \$35.00
2. Registered Agent Designation \$35.00
3. Certified copy \$ 8.75

TOTAL \$78.75

Please contact me should you have any questions as to the above.

Sincerely,


William F. Murphy

WFM/sl
encls.

CHOMUT\filearts.ltr

FILED
99 OCT -6 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/12/99

**ARTICLES OF INCORPORATION
OF
CARTINA MANAGEMENT, INC.**

FILED
99 OCT -6 PM 3.42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is CARTINA MANAGEMENT, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, including the purchase and operation of other corporations and business entities.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at anyone time is 700 shares of \$1.00 par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V: INITIAL REGISTERED AGENT/CORPORATION ADDRESS

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

William F. Murphy
4770 Biscayne Boulevard
Suite 930
Miami, Florida 33137

ARTICLE VI: BOARD OF DIRECTORS

This Corporation shall have One Director initially. The number of Directors may be increased or diminished from time to time by way of bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII: INITIAL DIRECTOR

The name of the initial Director and his street address:

Carlos I. Chomut
4770 Biscayne Boulevard
Suite 1000
Miami, Florida 33137

ARTICLE VIII: INCORPORATOR

The name and street address of the person signing these Article of Incorporation as Incorporator is:

Carlos I. Chomut
4770 Biscayne Boulevard
Suite 1000
Miami, Florida 33137

ARTICLE IX: AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, approved at a stockholder's meeting by at least a majority of the Stockholders entitled to vote, unless all the Directors and all of the Stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28th day of September 1999.

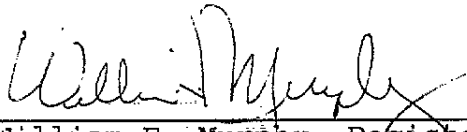


CARLOS I. CHOMUT

FILED
99 OCT -6 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.

x 
William F. Murphy, Registered Agent
4770 Biscayne Boulevard
Suite 930
Miami, Florida 33137

Sept 29, 1999
Date