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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

MSC #2940

FOREIGN PROFIT/NONPROFIT CORPORATION

CARIBBEAN FINANCIAL GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Caribbean Financial Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Caribbean Financial, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 11, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3350 SW 148th Ave, Suite 210, Miramar, Florida 33027
(Principal office address)

(Current mailing address)

8. Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: [Signature] Troy Todd
(Registered agent's signature) as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel Porter

Address: c/o Bear Stearns Merchant Banking, 383 Madison Avenue, 40th Floor
New York, NY 10179

Vice Chairman: _____

Address: _____

Director: Robert Juneja

Address: c/o Bear Stearns Merchant Banking, 383 Madison Avenue, 40th Floor
New York, NY 10179

Director: _____

Address: _____

B. OFFICERS

President: Chief Executive Officer - Oriol Segarra

Address: 3350 SW 149th Ave, Suite 210
Miramar, Florida 33027

Vice President: _____

Address: _____

Secretary: Jose Gonzalez

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Robert Juneja, Director

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARIBBEAN FINANCIAL GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARIBBEAN FINANCIAL GROUP INC." WAS INCORPORATED ON THE SIXTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5316265

DATE: 12-29-06