

P000000051042

May 17, 2000

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BTU CARIBE, INC.

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-05/18/00--01092--010
*****78.75 *****78.75

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937... Telephone Number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Manuel R. Franco

FILED
2000 MAY 18 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nadine Denison GAVE
AUTHORIZATION BY PHONE TO
CORRECT VI
DATE 5-24-00
DOC. EXAM: ar

ar 5/24

FILED

2000 MAY 18 PM 12:52

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BTU CARIBE, INC.

ARTICLE I. NAME

The name of this corporation is

BTU CARIBE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 S. W. 74th Ct.#100, Miami, Florida, 33155 and the name of the initial registered agent of this corporation at that address is Manuel R. Franco.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

MANUEL R. FRANCO
808 Brickell Key Drive # 2102
Miami, Florida 33131

RENZO CRIPPA
12625 S. W. 70th Ave.
Pinecrest, Florida 33156

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 500 S. W. 74th Ct. #100, Miami, Florida 33155, and the mailing address of the corporation is 500 S. W. 74th CT. #100, Miami, Florida 32937.

ARTICLE IX. INCORPORATOR

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

MANUEL R. FRANCO
500 S.W. 74th Ct. #100
Miami, Florida 33131

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of May, 2000.


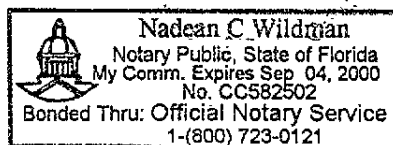


MANUEL R. FRANCO

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MANUEL R. FRANCO to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of May, 2000.


Notary Public

FILED

2000 MAY 18 PM 12:52

DESIGNATION
AS
REGISTERED AGENT

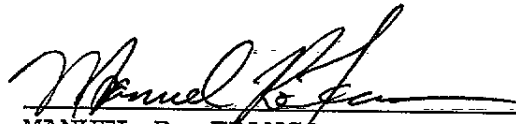
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BTU CARIBE, INC., desiring to organize under the laws
of the State of Florida, with its principal office at 500 S.W.
74th Ct. #100, Miami, Florida 33155, has named MANUEL R. FRANCO
located at 500 S. W. 74th Ct. #100, Miami, Florida 33155, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


MANUEL R. FRANCO
Registered Agent