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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 704349 4656A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 337.50

ORDER DATE : October 7, 1995

ORDER TIME : 12:00 PM

ORDER NO. : 704349

CUSTOMER NO: 4656A

700001603657

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CARIBOARD LIMITED, L.C.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

RECEIVED
95 OCT -9 AM 9:03
DIVISION OF CORPORATION
FILED
95 OCT -9 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN OCT 10 1995

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October 6, 1995

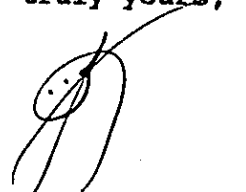
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: CARIBOARD LIMITED, L.C.

Enclosed herewith are two duly executed originals and one copy of ARTICLES OF ORGANIZATION for the captioned corporation. Also enclosed is a check in the amount of \$ 337.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
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**ARTICLES OF ORGANIZATION
OF
CARIBOARD LIMITED, L.C.**

FILED
95 OCT -9 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is Cariboard Limited, L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2015 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The Company's mailing and street address is: 19 Calle 13-53, Zona 10, Guatemala, 01010.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Corporation Service Company. The street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following persons will initially be the managing members:

Name and Address

Juan F. Ocano
19 Calle 13-53, Zona 10
Guatemala, 01010

Rodolfo Ocano
19 Calle 13-53, Zona 10
Guatemala, 01010

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of October ____, 1995.


JUAN F. OCANO

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Cariboard Limited, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$70,000; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$70,000.



Signature of a member or authorized
representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:
Cariboard Limited, L.C.
2. The name and address of the registered agent and office is:
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of
process for the above stated limited liability company 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.

Laura E. Dwyer
(Signature)

10/9/95
(Date)