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February 5, 2001

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Caribbean Shmily, Inc.**

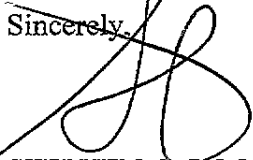
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **Caribbean Shmily, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,



STEPHEN C. BOOTH

/klo
Enclosures

FILED
01 FEB -8 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA 2/9/01

FILED

01 FEB -8 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARIBBEAN SHMILY, INC.

ARTICLE I.

The name of this corporation is **CARIBBEAN SHMILY, INC.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 12830 Shady Hills Road, Spring Hill, FL 34610, and the address of the initial registered office of this corporation is 12830 Shady Hills Road, Spring Hill, FL 34610 and the name of the initial registered agent at that address is Mehrdad Darvish.

ARTICLE VI.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Mehrdad Darvish, 12830 Shady Hills Road, Spring Hill, FL 34610

ARTICLE VII.

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE VIII.

The names and addresses of the persons signing these Articles are as follows: Mehrdad Darvish, 12830 Shady Hills Road, Spring Hill, FL 34610.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5th day of February, 2000.

Mehrdad Darvish
Mehrdad Darvish

IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.

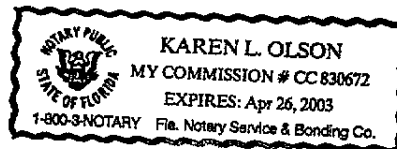
Mehrdad Darvish
Mehrdad Darvish, as Registered Agent

STATE OF FLORIDA :
COUNTY OF PASCO :

The foregoing instrument was acknowledged before me this 5th day of Feb., 2000, by **Mehrdad Darvish**, who is personally known to me or who has produced Drivers license as appropriate identification.

Karen L. Olson
Notary Public

THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE