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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

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-07/30/01--01112--014
*****70.00 *****70.00

July 26, 2001

Dear Department of State,

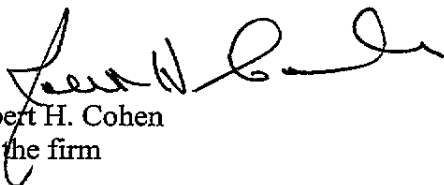
Enclosed please find the Articles of Incorporation for:

CARIBLUE DISTRIBUTORS, INC.

Also enclosed is a check in the amount of \$ 70.00 covering filing fees and payment of an executed copy of said articles.

If you have any questions, please do not hesitate to get in touch with me directly.

Sincerely,


Robert H. Cohen
For the firm

Robert H. Cohen & Co., Inc.
8061 W. McNab Rd
Tamarac, FL 33321

FILED
01 JUL 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
CARIBLUE DISTRIBUTORS, INC.

The undersigned, for the purposes of foregoing a corporation under the Florida General Corporation Act, do hereby adopt the following articles if incorporation.

01 JUL 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I
Corporate Name & Address

The name of the corporation shall be CARIBLUE DISTRIBUTORS, INC. and the address is 8061 W. McNAB RD TAMARAC, FL 33321.

ARTICLE II
Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III
Nature of Corporate Business

The general purpose for which the corporation is organized is:

1. to engage in an IMPORT/EXPORT DISTRIBUTOR and to do that which is incidental to the foregoing in order to accomplish the foregoing; and
2. to transact any other lawful business for which corporations may be incorporated under the Florida general Corporations Act.

ARTICLE IV
Authorized Shares

The aggregate number of shares, which the corporation is authorized to issue, is 1000 shares. Such shares shall be of single class and shall have a par value of \$ 1.00 per share.

ARTICLE V
Initial Agent

The address of the initial registered office of the corporation is 8061 W. McNAB RD and the corporation has named JACQUELINE GORDON as the registered agent. TAMARAC, FL 33321

ARTICLE VI
Initial Board of Directors & Incorporators

The number of directors/incorporators is one. (1)

The names and address of each person who is to serve as member of the board and be incorporators are:

NAME & ADDRESS	
JACQUELINE GORDON 348 JACKSON AVE COPIAGUE, NY 11726	MARLON HENNY 8061 W. MCNAB RD TAMARAC, FL 33321

Signature of above:

Jacqueline Gordon
JACQUELINE GORDON, Director, Incorporator

MARLON HENNY, DIRECTOR, INCORPORATOR



STATE OF FLORIDA


COUNTY OF BROWARD

I hereby certify that on this 27 day of July, 2001, before me personally appeared

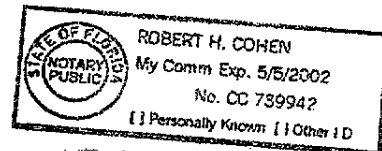
JACQUELINE GORDON, incorporator of
+ MARLON HENNY
CARIBLUE DISTRIBUTORS Inc.

under the laws of the State of Florida, to me known to be the person/persons described in
and who executed the foregoing instrument and severally acknowledge the execution
thereof to be their free act and deed as such directors, for the uses and purposes therein
mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on 7/27, 2001 in the county of Broward
and the State of Florida.



Notary Public-At-Large
State of Florida



My commission expires

FILED

01 JUL 30 PM 12:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

.....
In pursuance to chapter 48.901, Florida statutes, the following is submitted in compliance
with said act:

FIRST--- CARIBLUE DISTRIBUTORS, INC .

Desiring to organize under the laws of the State of Florida, with its principal office,
as indicated in the articles of incorporation, at the city of TAMARAC has named

JACQUELINE GORDON to accept service of process in the State of Florida.

Having been named to accept service in the State of Florida for the above mentioned
entity at a place designated in this certificate, I hereby accept to act in this capacity and
agree to comply with the provisions of said act relative to keeping open said office.

By: Jacqueline Gordon, Agent- JACQUELINE GORDON