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WHITLEY BLOOMFIELD
12680 S.W. 54th Court
Miramar, FL 33026
305-562-8241

August 14, 2001

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/15/01--01073--004
*****78.75 *****78.75

Re: Carib Travel Consultants

Dear Ladies and Gentlemen:

EFFECTIVE DATE
08-14-01

Enclosed please find a check in the amount of \$78.75 and Articles of Incorporation to incorporate the above referenced corporation. Please incorporate same and forward a certified copy to me.

Thank you.

Sincerely,


Whitley Bloomfield

FILED
01 AUG 15 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 20 2001

Articles of Incorporation

of

CARIB TRAVEL CONSULTANTS, INC.

FILED

01 AUG 15 AM 8:10

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned Incorporator hereby forms a corporation under the laws
of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Carib Travel Consultants, Inc.

EFFECTIVE DATE
08-14-01

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

Whitley Bloomfield
12680 S.W. 54th Court
Miramar, Florida 33027

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in

respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on August 14, 2001. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Whitley Bloomfield
12680 S.W. 54th Court
Miramar, Florida 33027

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Whitley Bloomfield
12680 S.W. 54th Court
Miramar, FL 33027

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of August 14, 2001.

By:



Whitley Bloomfield

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the
Florida Statutes:

Having been appointed registered agent of Carib Travel Consultants, Inc.,
its Articles of Incorporation, at the place designated in such Articles of
Incorporation, the undersigned hereby agrees to act in this capacity and affirms
that it is familiar with, and accepts, the obligations of such position.

By:



Whitley Bloomfield

Dated: August 14 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA