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Division of Corporations
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Division of Corporations

Fax Number : (850)205-0391

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

caribbean international, inc.

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ARTICLES OF INCORPORATION

OF

CARIBBEAN INTERNATIONAL TRADE, INC.

The undersighed, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

CARIBBEAN INTERNATIONAL TRADE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Business loan, Aircraft parts and services.
- b) Generally to make and perform contracts of any kind and description, aircraft charters, rentals and all kind of services concerning the aircraft operations.
- c) For the purpose of attaining any of the objects of the corporation, to purchase, sell, operate, repair, own, hold all and any kind of aircrafts, import, export general merchandise personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker or factor.
- d) In the purchase, sell or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incurr debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidens of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise.

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The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

e) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

his corporation is authorized to issue YHREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purcahse his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 21708 S. W. 99th Avenue, Mismi, Florida 33190; being this the mailing address of this corporation,; and the name of the initial registered agent is PEDRO FUNDORA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

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.

The name and address of the initial directors of this corporation until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

PEDRO FUNDORA Pres.-Sec.-Treas. 21708 S. W. 99th Avenue Miami, Florida 33190

ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

NAME	ADDREES	SHARES	CONSIDERATION	
PEDRO FUNDORA	21708 SW 99th Ave. Miami, Fla. 33190	300	\$	300.00

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNES WHEROF, the undersigned has executed these Articles of Incorporation this 18th day of August, 2001.

PEDRO FUNDORA Pres.-Sec.-Treas.

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared PEDRO FUNDORA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me the he executed those Articles of Incorporation.

IN WITHNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and Conty aforesaid, this 18th day of August, 2001.

MY COMMISSION EXPIRES: JUNE 1 CON MISSION Nº CC 945059
NOTE CY (D. Nº 7 4828)

HAVING BEEN NAMED TO ACCEPT SERVICES OF OF PROCESS FOR CARI-BB. CAN INTERNATIONAL TRADE, AT THE PLACE DESIGNATED IN THE FORE-GOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 18TH DAY OF AUGUST, 2001.

PEDRO FUNDORA RESIDENT AGENT

MUTARY PUBLIC -State of/Florida at Large

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