

CATLIN SAXON TUTTLE EVANS FINK & KOLSKI, P.A.

1700 ALFRED I. DUPONT BUILDING
169 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

P01000111672

November 12, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Caribchem International, Inc.

800004687938--5
-11/19/01--01082--018
*****78.75 *****78.75

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation. Enclosed also please find our check, made payable to the Secretary of State, in the amount of \$78.75.

Once the Articles have been filed, please send us a copy and confirmation of the filing. Please send it to attention Mr. William M. Tuttle, Esq., Catlin, Saxon, Tuttle & Evans, P.A., 169 East Flagler Street, Suite 1700, Miami, Florida 33131.

If you have any other questions or comments, please do not hesitate to contact me. Thank you.

Sincerely,



SIUMI PORVEN

Legal Secretary to William M. Tuttle, II, Esq.

:sp

Enclosures

**ARTICLES OF INCORPORATION
OF**

Caribchem International, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Caribchem International, Inc.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Treasurer

*Clarke J. Jones, Jr.
6884 S.W. 88 Street, #C-205
Pinecrest, FL 33156*

Vice President/Secretary

*Jan Jones
6884 S.W. 88 Street, #C-205
Pinecrest, FL 33156*

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to: any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 6884 S.W. 88 Street, #C-205, Pinecrest, FL 33156. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*William M. Tuttle, II
Catlin Saxon Tuttle Evans Fink & Kolski, P.A.
169 East Flagler Street
Suite # 1700
Miami, FL 33131*

ARTICLE XIV - AMENDMENT

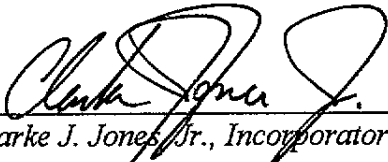
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

Clarke J. Jones, Jr.
6884 S. W. 88 Street, #C-205
Pinecrest, FL 33156

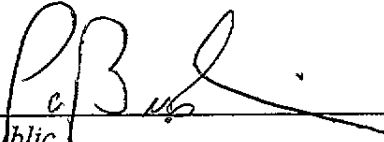
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9TH day of November, 2001.

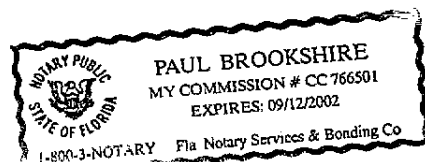

Clarke J. Jones, Jr., Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Clarke J. Jones, Jr., Incorporator to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. He is personally known to me or produced FL DR UC as identification and did/did not take an oath.

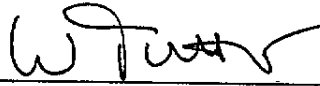
WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 9 day of November, 2001.


Notary Public
My Commission expires: 9/12/2002



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



Print Name: WILLIAM M. TUTTLE, JR.
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA