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*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARIBBEAN & Latin ART, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/4

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARIBBEAN & LATIN ART, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

807 SW 25TH. AVENUE SUITE # 206
MIAMI, FL. 33135

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

300 shares \$1.00 per value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MANUEL LOPEZ
2730 SW 34TH. AVENUE
MIAMI, FL. 33133

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ARTICLE V INCORPORATORS(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Sylvia Etcheverry
Greenwood #583 Urb. Summit Hills
Rio Piedras, P.R. 00920

Carlos Solis
303 N US Hwy. 27
Clermont, Fl. 34711

Manuel Lopez
2730 SW 34th. Avenue
Miami, Fl. 33133

Francisco Patino
1720 SW 32nd. Court
Miami, Fl. 33145

ARTICLE VI DIRECTOR(S)

The name (s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

SYLVIA ETCHEVERRY P/D
Greenwood #585 Urb. Summit Hills
Rio Piedras, P.R. 00920

CARLOS SOLIS VP/D
303 N US Hwy. 27
Clermont, Fl. 34711

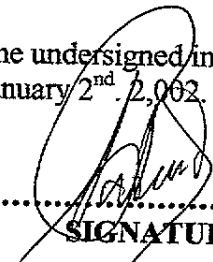
MANUEL LOPEZ T/D
2730 SW 34th. Avenue
Miami, Fl. 33133

FRANCISCO PATINO S/D
1720 SW 32nd. Court
Miami, Fl. 33145

ROBERTO PATINO AS/D
1720 SW 32nd. Court
Miami, Fl. 33133

LOURDES M. LOPEZ AT/D
2730 SW 34th. Avenue
Miami, Fl. 33145

The undersigned incorporators has executed these Articles of Incorporation this
January 2nd. 2002.

.....

SIGNATURE

.....

SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CARIBBEAN & LATIN ART, INC.

2. The name and address of the registered agent and office is:

MANUEL LOPEZ
2730 SW 34th. Avenue
Miami, Fl. 33133

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN HIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Manuel Lopez
January 2nd 2002

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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