

PO2000002345

OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE INC.
 (Requestor's Name)
1000 PONCE DE LEON BLVD. STE: 101
 (Address)
CORAL GABLES, FL 33134 305-444-4994
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

02 JAN -8 AM 2:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

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

1. INTER-CARIBBEAN INVESTMENT GROUP, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

02 JAN -8 PM 1:50
 DIVISION OF CORPORATION

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500004759695--7
 -01/08/02--01048--023
 315.00 **78.75

Examiner's Initials

Handwritten initials: GY 1/8

**ARTICLES OF INCORPORATION
OF
INTER-CARIBBEAN INVESTMENT GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be:

INTER-CARIBBEAN INVESTMENT GROUP, INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial principal office of the corporation shall be 1000 Ponce de Leon Boulevard, Suite 127, Coral Gables, FL 33134 and the name of the initial Registered Agent for the corporation at 1000 Ponce de Leon Boulevard, Suite 127, Coral Gables, Florida 33134 is Guillermo Rodriguez.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

FILED
02 JAN - 8 AM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The names and addresses of the directors of this corporation are:

Jose Antonio Hernandez
1000 Ponce de Leon Boulevard, Suite 127
Coral Gables, Florida 33134

ARTICLE VII

The name and address of the Incorporator is:

1000 Ponce de Leon Boulevard
Suite 127
Coral Gables, FL 33134

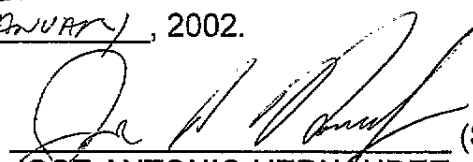
ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer or another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

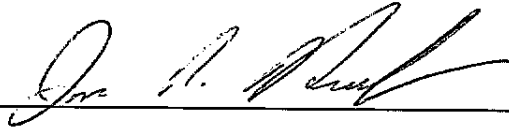
No contract or other transaction between this corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of florida, does make and file these articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 7 day of JANUARY, 2002.


(SEAL)
JOSE ANTONIO HERNANDEZ

ORIGINAL APPOINTMENT OF AGENT

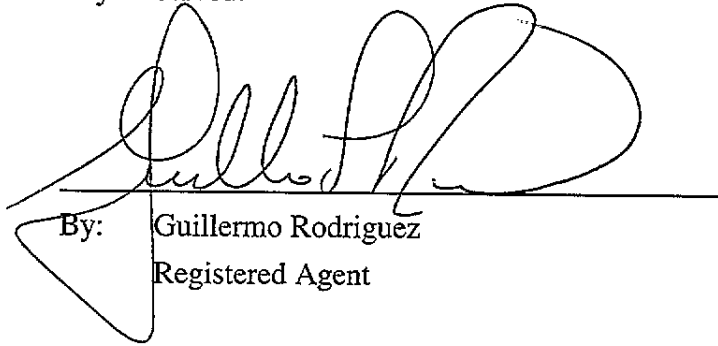
The undersigned, being all of the incorporator of **INTER-CARIBBEAN INVESTMENT GROUP, INC.**, hereby appoint Guillermo L. Rodriguez, that is authorized by its articles of incorporation to act as such agent and having a business address in this state, upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The agent's complete address is 1000 Ponce de Leon Boulevard, Suite 127, Coral Gables, Miami-Dade County, Florida.



Jose Antonio Hernandez, Incorporator

Gentlemen:

GUILLERMO L. RODRIGUEZ hereby accepts appointment as agent of your corporation upon which process, tax notices or demands may be served.



By: Guillermo Rodriguez
Registered Agent

FILED
02 JAN -8 AM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA