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(City/State/Zip/Phone #)

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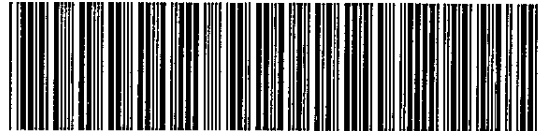
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TALLAHASSEE, FLORIDA

10-16-03
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*Wallace J. D. Weylie, Esq. **
Of Counsel

*Richard C. Byrne, Esq. ***
Glenn E. Gallagher, Esq.

*Immigration/Taxation • Family Law • Civil Litigation • DUI/Criminal
Real Estate • Estates & Trusts • Personal Injury • General Practice*

* Admitted to practice in Florida & Canada

** Admitted to practice in Florida & New York

October 8, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are two original articles of incorporation for Caribco International, Inc., registration for agent and office, and a check for \$87.50 to cover filing fee and two certified copies.

Please return to:

Wallace J.D. Weylie
Attorney-at-law
350 Gulf Blvd.
Indian Rocks Beach, FL. 33785

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,

Wallace J.D. Weylie/AB
Wallace J.D. Weylie

ARTICLES OF INCORPORATION

OF

CARIBCO INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be:

Caribco International, Inc.

The principal place of business of this corporation shall be:

350 Gulf Blvd.
Indian Rocks Beach, FL 33785

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TALLAHASSEE, FLORIDA

ARTICLE II – NATURE OF BUSINESS

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

ARTICLE III – CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares at \$1.00 each

ARTICLE IV – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V – OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Thane Melanson, President
350 Gulf Blvd.
Indian Rocks Beach, FL 33785

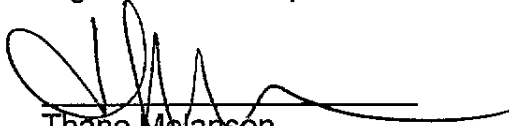
ARTICLE VI – INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

Thane Melanson
350 Gulf Blvd.
Indian Rocks Beach, FL 33785

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 2003.

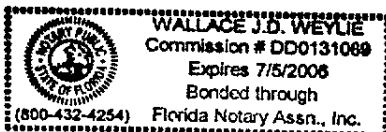
Signature of Incorporator:


Thane Melanson

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 30th day of September, 2003 by, Thane Melanson, who produced a Florida Drivers License or is personally known to me, and who did take an oath.


Notary Public
MY COMMISSION EXPIRES




**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

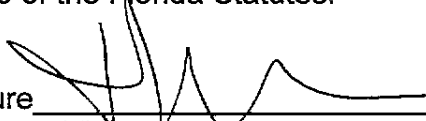
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is **Caribco International, Inc.**
2. The name and address of the registered agent and office is:

**Thane Melanson
350 Gulf Blvd.
Indian Rocks Beach, FL 33785**

Signature: 
Title: Incorporator
Date: Sept. 30/03

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature 
Thane Melanson
Date: Sept. 30/03

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