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(((H05000041942 3)))

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FLORIDA PROFIT CORPORATION OR P.A.

Grupo Skies Caribbean Corp.

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P. 02

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**ARTICLES OF INCORPORATION
OF
GRUPO SKIES CARIBBEAN CORP.**

The undersigned, acting as incorporator of GRUPO SKIES CARIBBEAN CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

GRUPO SKIES CARIBBEAN CORP.

and the principal place of business is:

2875 NE 191st Street
Aventura, Florida 33180

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

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This instrument prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

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ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES.

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2nd Floor, Coral Gables, Florida 33134, and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Abraham Gilinski
2875 NE 191st Street
Aventura, Florida 33180

Moises Gilinski
2875 NE 191st Street
Aventura, Florida 33180

Michael Laslovits
2875 NE 191st Street
Aventura, Florida 33180

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

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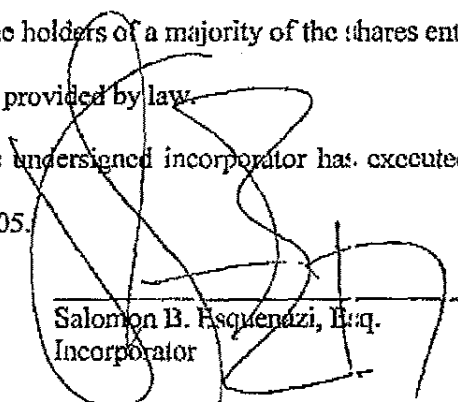
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of February, 2005.



Salomon B. Esquenazi, Esq.
Incorporator

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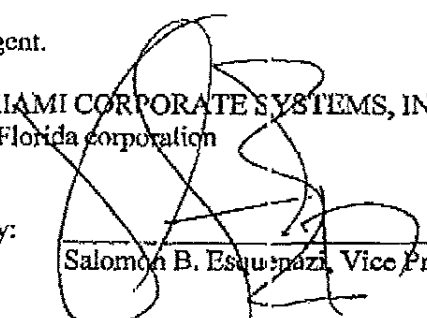
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of GRUPO SKIES CARIBBEAN CORP. in the foregoing Articles of Incorporation, Miami Corporate Systems, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.,
a Florida corporation

By:


Salomon B. Esquenazi, Vice President

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