

**Electronic Articles of Incorporation
For**

P05000065034
FILED
May 03, 2005
Sec. Of State
bmcknight

CARIBBEAN PEARL AIRWAYS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CARIBBEAN PEARL AIRWAYS, INC.

Article II

The principal place of business address:

618 NE 124TH STREET
MIAMI, FL. 33161

The mailing address of the corporation is:

618 NE 124TH STREET
MIAMI, FL. 33161

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000000

Article V

The name and Florida street address of the registered agent is:

JULNER JEAN-PHILIPPE
618 NE 124TH STREET
MIAMI, FL. 33161

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JULNER JEAN-PHILIPPE

Article VI

The name and address of the incorporator is:

JULNER JEAN-PHILIPPE
618 NE 124TH STREET

MIAMI, FL 33161

Incorporator Signature: JULNER JEAN-PHILIPPE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
JULNER JEAN-PHILIPPE
618 NE 124TH STREET
MIAMI, FL. 33161

Title: D
MAX FRANCOIS
618 NE 124TH STREET
MIAMI, FL. 33161

Title: D
JAIME SANCHEZ
618 NE 124TH STREET
MIAMI, FL. 33161

Title: D
MILTON G OMIER
618 NE 124TH STREET
MIAMI, FL. 33161

Article VIII

The effective date for this corporation shall be:

05/01/2005