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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

CARIBBEANENTERTAINMENT.COM, INC.

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**ARTICLES OF INCORPORATION
OF
CARIBBEANENTERTAINMENT.COM, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is CARIBBEANENTERTAINMENT.COM, INC. Its principal office address is 18271 NE 4th Ct Miami, FL 33162 and the business mailing address is PO Box 1115 N. Miami, FL 33160-1115.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 200 S. Biscayne Blvd., Suite 2750, Miami, Florida 33131 and the initial registered agent of this Corporation at such office shall be Marlon A. Hill, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the directors constituting the initial Board of Directors is:

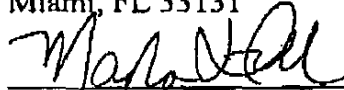
Brad Hemmings

18271 NE 4th Ct.
Miami, FL 33162**ARTICLE VII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name**Address**

Marlon A. Hill, Esq.

200 S. Biscayne Blvd., Suite 2750
Miami, FL 33131
Marlon A. Hill, Esq., Incorporator

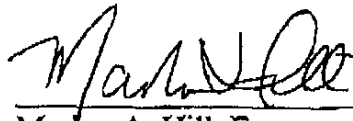
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CARIBBEANENTERTAINMENT.COM, INC., at the place designated in the Articles of Incorporation, 200 S. Biscayne Blvd., Suite 2750, Miami, FL 33131, Marlon A. Hill, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: July 3, 2006


Marlon A. Hill, Esq.
Registered Agent

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