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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I Burch APR 27 2009

*Law Offices of Marcia B. Samuels, P.A.*  
*P.O. Box 100580*  
*Palm Bay, FL 32910-0580*  
*(321) 674-0606 (Office)*  
*(321) 674-0706 (Fax)*  
*Email: Samuels\_pines@yahoo.com*

April 21, 2009

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

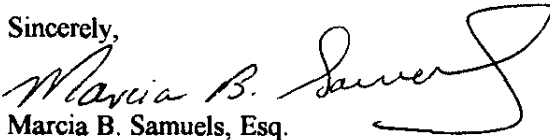
**RE: Articles of Incorporation**  
**Caribbean Management Solutions, Inc.**

Dear Sir/Madam:

Please find enclosed a check in the amount of Seventy-eight dollars and seventy-five cents (\$78.75) to cover the cost for a) Filing Fees, b) Registered Agent Designation, and c) Certified copy of Articles of Incorporation for Caribbean Management Solutions, Inc.

Kindly return the filed document to the office at the address indicated above.

Sincerely,

  
Marcia B. Samuels, Esq.

Encl.

**ARTICLES OF INCORPORATION  
FOR  
CARIBBEAN MANAGEMENT SOLUTIONS, INC.**

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

**Article I  
NAME**

The name of the corporation shall be CARIBBEAN MANAGEMENT SOLUTIONS, INC.

**Article II  
DURATION**

This corporation shall exist perpetually.

**Article III  
NATURE OF BUSINESS**

This corporation is organized for the purpose of providing assistance on management and business issues to individuals and organizations within the United States involved in making a transition or implementing project(s) in Caribbean countries as well as conducting any other legal business duly authorized in the State of Florida.

**Article IV  
MAILING ADDRESS**

The initial mailing address of the corporation is 939 Sonesta Avenue, Palm Bay, FL 32905.

**Article V  
CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(b) Preemptive Rights. Shareholder shall have no preemptive rights.

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(c) Cumulative Voting. Cumulative voting shall not be permitted.

**Article VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 939 Sonesta Avenue, NE, Palm Bay, FL 32905. The name of the initial registered agent of this corporation at that address is Beverly Dinham Spencer.

**Article VII**  
**DIRECTORS**

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Beverley Dinham Spencer	939 Sonesta Avenue Palm Bay, FL 32905
Dr. Howard Spencer	939 Sonesta Avenue Palm Bay, FL 32905

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Article VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having being a director, officer, employee or agent as herein provided the

foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**Article IX**  
**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

**Article X**  
**INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Beverley Dinham Spencer  
939 Sonesta Avenue, NE  
Palm Bay, Florida 32905

**Article XI**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on April \_\_\_\_, 2009

  
\_\_\_\_\_  
BEVERLEY DINHAM SPENCER

STATE OF FLORIDA  
COUNTY OF Brevard

The foregoing instrument was acknowledged before me on 21<sup>st</sup> April, 2009 by Beverley Dinham Spencer, who is personally known to me, and who did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



My Commission Expires: 6/24/11


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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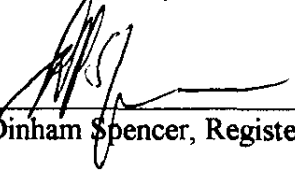
In compliance with Section 48.091, Florida Statutes, the following is submitted:

CARIBBEAN MANAGEMENT SOLUTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Palm Bay, State of Florida, has named Beverley Dinham Spencer at 939 Sonesta Avenue NE, Palm Bay Florida 32905, as its agent to accept service of process within Florida.

  
Beverley Dinham Spencer, Incorporator

Dated: 4/21/2009

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.

  
Beverley Dinham Spencer, Registered Agent

Dated: 4/21/2009