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DEPARTMENT OF STATE

1402 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

408 EAST GAINES STREET

MIAMI FL 33136-

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARIBE, INC.

FAX AUDIT NUMBER: H95000000509

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JAN 13 1995
DIVISION OF CORPORATIONS

P.06 DIV CORP ELT F1

TO

JAN-13-1995 18:45 FROM EMPIRE

#9500000509

ARTICLES OF INCORPORATION

EFFECTIVE DATE
4/2/95

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, "Closed Corporation", Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of the Florida Statutes as currently and as shall hereafter be in force and in effect, to the extent that the aforementioned provisions of Part II "Closed Corporation" Chapter 607, of the Florida Statutes, are not applicable thereto and in conflict therewith.

ARTICLE I NAME

The name of the corporation is:

CARIBG EXPORT SERVICES, INC.
~~CARIBG, INC.~~

ARTICLE II NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock the Corporation is authorized to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of One Dollars and 00 Cents (1.00)

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation shall commence is no less than Seven Hundred Fifty Dollars and 00 Cents (\$750.00)

ARTICLE V TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI ADDRESS

The initial street address of the principal office of the Corporation in the State of Florida is 2669 FOREST HILL BOULEVARD SUITE #121 WEST PALM BEACH FLORIDA 33406 The Corporation may move its principal office to places within and without the State of Florida.

JSP & ASSOCIATES
JOE SAN PEDRO
7801 SW 24 ST. #107
Miami, FL 33155
(305) 262.8947

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ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statute, shall be taken by a majority vote of the Board of Directors.

The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he, she or it, is the record owner.

ARTICLE VIII SUBSCRIBERS

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are:

ALEJANDRO J MARTINEZ No of Shares: 250
13622 S.W. 107 PLACE
MIAMI FL 33176

ANDRES R SUAREZ No of Shares: 250
5108 SHERMAN ROAD
WEST PALM BEACH FL 33415

CLAUDIO A BRITO No of Shares: 250
5108 SHERMAN ROAD
WEST PALM BEACH FL 33415

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX hereof.

ARTICLE IX EXISTENCE

The Corporation shall exist on the 12 JAN 1995, such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

ARTICLE X AMENDMENTS

The Corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

ARTICLE XI BY-LAWS AND STOCKHOLDERS AGREEMENTS

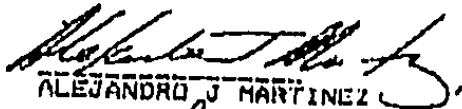
The Stockholders shall have the power to make, amend or repeal by-laws or stockholders agreement in place of by-laws concerning all matters and things so long as such by-laws or

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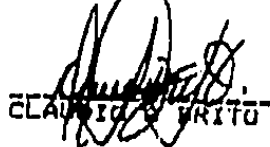
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stockholders are not in conflict with these Articles of Incorporation, they are now or hereafter in force and effect.

IN WITNESS WHEREOF, I, the undersigned subscriber, being the original subscriber to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of shares herein set forth, and hereunto set hand and seal this 12 JAN 1995.


ALEJANDRO J MARTINEZ


ANDRES R SUAREZ


CLAUDIO G WRITO

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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating Place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 48.091 of the Florida Statutes:

CARIBO EXPORT SERVICES, INC.
~~CARIBO, INC.~~

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2669 FOREST HILL BOULEVARD SUITE #121, in the city of WEST PALM BEACH, county of PALM BEACH, state of FLORIDA, has named ALEJANDRO J MARTINEZ of 13622 S.W. 109 PLACE, city of MIAMI, county of DADE as its agent to accept service of process within this state.

OFFICERS

ALEJANDRO J MARTINEZ
13622 S.W. 109 PLACE
MIAMI FL 33176

President

ANDRES R SUAREZ
5100 SHERMAN ROAD
WEST PALM BEACH FL 33415

Vice-President

CLAUDIO A BRITO
5100 SHERMAN ROAD
WEST PALM BEACH FL 33415

Secretary

DIRECTORS

ALEJANDRO J MARTINEZ

ANDRES R SUAREZ

CLAUDIO A BRITO


By Corporate Officer