

195000014736

Wallace J. D. Weylie
BARRISTER & SOLICITOR
ATTORNEY-AT-LAW

REPLY TO:

350 GULF BLVD.
INDIAN ROCKS BEACH, FL 34635
(TAMPA BAY AREA)
PHONE (813) 396-9078
FAX (813) 393-2192

130 ADELAIDE ST. W.,
SUITE 1712
TORONTO, ONTARIO, M5H 3P5
PHONE (416) 868-0626
FAX (416) 868-0332

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

February 17, 1995

RE: Incorporation - Caribco Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,

SAC

Wallace J. D. Weylie
Wallace J.D. Weylie
Attorney-at-Law

FILED
DEPT. OF STATE
TALLAHASSEE, FL
55 FEB 29 PM 2:01

ARTICLES OF INCORPORATION.

OF

Caribco Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Caribco Inc.

The principal place of business of this corporation shall be:

19701 Gulf Blvd.,
Indian Shores, FL 34635

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

FILED
SECRETARY OF STATE
55 FEB 20 PM 2:01

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Thane Melanson
19701 Gulf Blvd.,
Indian Shores, FL 34635

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Thane Melanson
19701 Gulf Blvd.,

Indian Shores, FL 34635

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 17th day of February, 1995.


Signature of Incorporator:


Thane Melanson

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 17th day of February, 1995 by Thane Melanson of Caribco Inc. who is personally known to me or who has produced a New Brunswick driver's license as identification and who did take an oath.


Notary Public

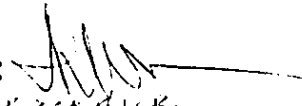
WALLACE J. D. WEYLIE
Notary Public, State of Florida
My Comm. Expires Apr. 24, 1998
No. CC 359755
Bonded thru Official Notary Service

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Caribco Inc.
2. The name and address of the registered agent and office is:

Wallace J. D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, Florida 34635

Signature: 
Title: *MANAGER FOR AMERICA*
Date: *FEB 17/85*

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, and i accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature 
Wallace J.D. Weylie

Date *February 17/85*

FILED
CLERK OF STATE
95 FEB 20 PM 2:01