

TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086



PP500025188

ACCOUNT NO. : 072100000032

REFERENCE : 567867 80420A

AUTHORIZATION :

COST LIMIT : \$ 253.75

700001442727

ORDER DATE : March 29, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 567867

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq
ROSENBERG REISMAN & STEIN

1 S.e. Third Avenue
2600 Amerifirst Building
Miami, FL 33131

RECEIVED
MAR 29 11:27
OFFICE OF COMMISSIONER
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CHASE CARIBBEAN ENTERPRISES,
INC.

FILED
95 MAR 29 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX 3 CERTIFIED COPIES
 PLAIN STAMPED COPY
XXXX 3 CERTIFICATES OF GOOD STANDING

EFFECTIVE DATE

MAR 28 1995

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: **T. BROWN** MAR 29 1995

ARTICLES OF INCORPORATION
OF
CHASE CARIBBEAN ENTERPRISES, INC.

FILED
95 MAR 29 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the Undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:

CHASE CARIBBEAN ENTERPRISES, INC.

EFFECTIVE DATE

MAR 28 1995

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

This corporation is also organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be qualified outside of the United States and particularly in the Commonwealth of Puerto Rico and in other countries in the Caribbean.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

The corporation shall also have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the laws of Puerto Rico and every other country outside of the United States wherever the corporation shall qualify to transact business.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

VI

The principal office and mailing address of the corporation shall be 8491 N.W. 17th Street, Suite 101, Miami, Florida 33126.

VII

The initial registered office of the corporation shall be located at Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131, and Donald S. Rosenberg shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is: Donald S. Rosenberg of Rosenberg, Reisman & Stein, Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131.

IX

The number of Directors of the corporation shall be no less than (2), the exact number to be determined by the By-Laws or by special vote of the stockholders. Initially, the Board shall consist of two (2) members.

X

The names and addresses of the initial members of the Board of Directors are:

Clarence G. Chase 8491 N.W. 17th Street,
Suite 101
Miami, FL 33126

Steven L. Johns 8491 N.W. 17th Street
Suite 101
Miami, FL 33126

Subject to the laws of the State of Florida, the first Directors shall hold office until their successors are elected and have qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Secretary and Treasurer, with as many Vice Presidents or Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

The corporation may also have such other qualifying positions as may be necessary in order that the corporation may operate in jurisdictions outside of the United States as such jurisdictions may require or permit.

XII

The initial offices and officers of the corporation shall be the following:

Clarence G. Chase	-	President
Steven L. Johns	-	Senior Vice President
Dell Lee Bendler	-	Secretary and Treasurer

XIII

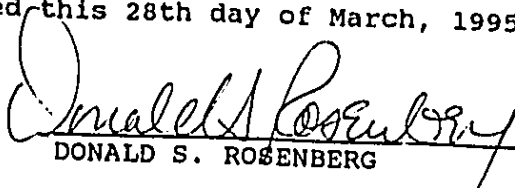
Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

XIV

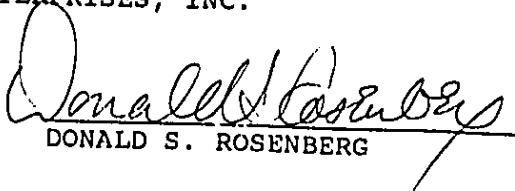
The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of this Certificate in the office of the

Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, this Certificate has been subscribed in duplicate by the Undersigned this 28th day of March, 1995.

 (SEAL)
DONALD S. ROSENBERG

The Undersigned hereby accepts appointment as the Registered Agent of CHASE CARIBBEAN ENTERPRISES, INC.

 (SEAL)
DONALD S. ROSENBERG