

D. BROWN 'MAY' - 4 1995



KAREN CARAZO, CPA

PO Box 013309
Miami, Florida 33101-3309
305-381-9950 305-358-1888 (Fax)

May 1, 1995

Department of State
Division of Corporations
PO BOX 6327
Tallahassee, Florida
32314

Attention: Doris Brown - Document Specialist

RE: Letter Number 395A00018785

Dear Ms. Brown;

I called you over the phone over the enclosed and you told me to send you back the incorporation documents and that you would have the corporation processed.

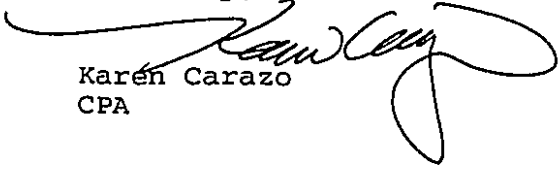
Although the name of the company I wish to incorporate is Caribbean Airlines Inc., is SIMILAR TO the company, Caribbean Airline Inc, this company had been voluntary dissolved according to your records.

Because the company was dissolved, as I understand and was told by your office, I am able to use the company name similar, being: Caribbean Airlines, Inc..

I understand that you have already deposited my filing fee of \$122.50, and you will apply this fee to the enclosed corporate document. Please now process the articles of incorporation and assign a Florida corporate identification number.

Please call me if you have any questions, return correspondence to PO Box 013309, Miami Florida 33101-3309

Sincerely,


Karen Carazo
CPA

enclosures:
articles
check

copy of your letter dated April 20 number 395A00018785
copy of proof of voluntary dissolution of Caribbean Airline Inc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1995

KAREN CARAZO, CPA
POST OFFICE BOX 013309
MIAMI, FL 33101-3309

SUBJECT: CARIBBEAN AIRLINES, INC.
Ref. Number: W95000008576

We have received your document for CARIBBEAN AIRLINES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 395A00018785

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation of Caribbean Airlines, Inc., each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Caribbean Airlines, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to act as owner, broker, operator, agent of aircraft both passenger and cargo, to act as charter operator, business broker, and business consultant, the develop and to sell touristic travel packages including air travel, ground transport, and hotel, to own/operate/control/manage airlines for schedules and charter passenger and cargo travel, to develop airline companies for scheduled service and to invest in such ventures in the United States of America as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal in and with goods, wares, merchandize, real and personal property and services of every class, kind and description.

To conduct business in, have one or more office in, and buy, hold mortgage, sell, convey. lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses in the State of Florida and in all other sates, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise, and to receive, hold own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state,

territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers concerned by the laws of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Twenty-Five Million (25,000,000) share(s) of common stock with a par value of one cent each.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than One Hundred (\$100.00 USD) United States dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist in perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida at PO BOX 013309 Miami Florida 33101-3309 . The Board of Directors may from time to time move the post office address to any other address in Florida. The office address of the company has not been established, but is currently listed as the registered agent's address and the Board of Directors may from time to time move the office address to any other address.

ARTICLES VII - DIRECTORS

This corporation shall have Two (2) Director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be in any way be affected or invalidated by the fact that any of the directors of the corporation and pecuniarily or otherwise interested in or are directors, or officers of, such other corporation, any Director individually, or any firm of which any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Jesus Jay Zambrana	1101 Brickell Avenue Suite 1202 Miami Florida 33131
Karen Carazo	1717 N Bayshore Drive #2256 Miami, Florida 33132

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

NAME	ADDRESS
Jesus Jay Zambrana	1101 Brickell Avenue Suite 1202 Miami Florida 33131
Karen Carazo	1717 N Bayshore Drive #2256 Miami, Florida 33132

ARTICLE X - RESIDENT AGENT

The initial resident agent of this corporation and his address is: Jesus Jay Zambrana located at: 1101 Brickell Avenue Suite 1202 Miami Florida 33131.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 13th day of April 1995.

[Signature] (Seal)
[Signature] (Seal)

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation:

[Signature] (Seal)
As Resident Agent

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Karen Carazo and Jesus Jay Zambrana known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation. WITNESS my hand and seal this 13th day of April 1995.

Donna Rondinelli Vazquez
Public, State of Florida at Large
My Commission Expires: 6/22/96

Notary



OFFICIAL SEAL
Donna Rondinelli Vazquez
My Commission Expires
June 22, 1996
Comm. No. CC 209718

FILED
95 MAY -4 PM 1:04
TALLAHASSEE, FLORIDA