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FILED

95 MAY 12 AM 10 20

SECRET
TALLAHASSEE

Gerald P. Bourn
2735 Mellonville Avenue, Suite 101
Sanford, Florida 32773

EFFECTIVE DATE

05-08-95

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-05/12/95--01111--008
****122.50 ****122.50

May 5, 1995

Mr. Jim Smith
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

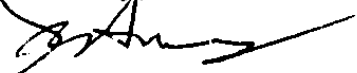
Dear Mr. Smith,

Enclosed please find a check in the amount of \$122.50 to file the necessary paperwork to establish a Florida Corporation named CAFE CARIBE INC.

If you have any questions or need further information, please contact me.

Thank you in advance for your cooperation in this matter.

Sincerely,



Gerald P. Bourn

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**ARTICLES OF INCORPORATION
OF
CAFE CARIBE**

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SECRET
TALLAHASSEE

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

EFFECTIVE DATE
05-08-95

The name of this corporation is **CAFE CARIBE INC.**

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of subscription and acknowledgement of these Articles of Incorporation;

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock (\$0.10) par value common stock

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2735 Mellonville Avenue, Suite 101, Sanford, Florida 32773 and the name of the initial registered agent of the corporation at that address is GERALD P. BOURNE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director of this corporation is:

GERALD P. BOURNE
2735 Mellonville Avenue, Suite 101
Sanford, Florida 32773

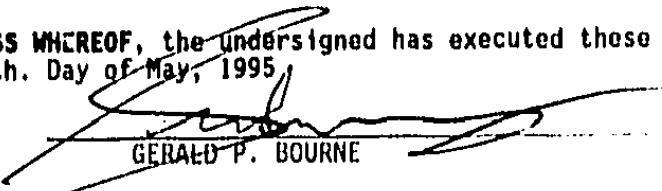
ARTICLE VII - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

CAFE CARIBE INC.
2735 Mellonville Avenue, Suite 101
Sanford, Florida 32773

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is GERALD P. BOURNE, 2735 Mellonville Avenue, Suite 101, Sanford, Florida, 32773

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th. Day of May, 1995.

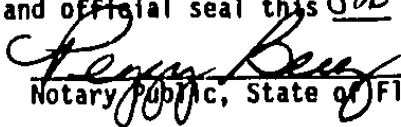

GERALD P. BOURNE

STATE OF FLORIDA

COUNTY OF SEMINOLE

Before me, the undersigned authority, authorized to take acknowledgements, personally appeared GERALD P. BOURNE, known to me and known to me to be the person who executed for forgoing Articles of Incorporation and he acknowledges before me that he executed the Articles of Incorporation, identified by his Florida Drivers License.

WITNESS my hand and official seal this 8th day of May, 1995


Notary Public, State of Florida

My Commission Expires:



PEGGY BERG
My Comm. Exp. 2/09/98
Bonded By Service Ins
No. 00309438
/s/ Peggy Berg (1000-12)

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

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

That CAFE CARIBE INC., desiring to organize or qualify under the laws
of the State of Florida, with its principle place of business in the city of
Sanford, County of Seminole, State of Florida has named GERALD P. BOURNE located
at 2735 Mellonville Avenue, Suite 101, Sanford, Florida 32773 as its agent to
accept service of process within Florida.

James Klein


(Corporate Officer)

Title: President

Date: 5-8-95

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.


(Registered Agent)

Date: 5-8-95