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## FLORIDA DEPARTMENT OF STATE Sandra B, Morthum Secretary of State

May 31, 1995

ANDAW CARIBBEAN HOLDINGS, INC. C/O 3 HARMONY COT FREE HILLS ST. GEORGE BARBADOS,

SUBJECT: ANDAW CARIBBEAN HOLDINGS INC.

Ref. Number: W95000011229

We have received your document for ANDAW CARIBBEAN HOLDINGS 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6052.

Vickie Whitfield Corporate Specialist

Letter Number: 695A00027232

# ARTICLES OF INCORPORATION OF ANDAW CARIBBEAN HOLDINGS INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the state of Florida, hereby adopt the following Articles of Incorporation.

## ARTICLE I

The name of the corporation is: ANDAW CARIBBEAN HOLDINGS INC.

#### ARTICLE II DURATION

This corporation shall have perpetual existence unless dissolved pursuant to the law and shall commence as of the date of filing of these Articles of Incorporation.

### ARTICLE III PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose to be exportation of electronic equipment and dry goods.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

### ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for eash of any new stockof this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is Suite 2498, 7040 West Palmetto Park Road, Boca Raton, Florida 33433.

## ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 2498, 7040 West Palmetto Park Road, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation is David Whittaker whose address is the same as that mentioned above who hereby acknowledges and accepts the duties and responsibilities as registered agent for the said corporation.

## ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is Charles Whittaker 7040 West Palmetto Park Road, Boca Raton, Florida 33433.

## ARTICLE IX INCORPORATOR

The name of the person signing these articles is . Charles Whittaker, 7040 West Palmetto Park Road, Boca Raton, Florida 33433.

#### ARTICLE X **BY-LAWS**

The power to adopt, after, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders

#### ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and right conferred upon the Stockholders its subject to this

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these articles of incorporation, this 15th day of May 1995.

David Whittaker

STATE OF FLORIDA

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, who, after being first duly sworn, deposes and states that she signed the foregoing Articles of Incorporation for the purposes therein expressed. WITNESS my hand and official seal at the State and County aforesaid, this 16th day of May, 1995.

Notary Public State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL LISA M OKEN COMMISSION NUMBER CC302065 COMMISSION EXP