

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



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ACCOUNT NO. : 072100000032

REFERENCE : 658025 160183A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : August 11, 1995

ORDER TIME : 9:27 AM

ORDER NO. : 658025

CUSTOMER NO: 160183A

CUSTOMER: Ms. Ana Perez-fernandez
NICOLAS FERNANDEZ, P.A.

2655 Le Jeune Road

Miami, FL 33134

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DOMESTIC FILING

NAME: CARIB IMPEX INTERNATIONAL
CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN AUG 11 1995

FILED
95 AUG 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
CARIB IMPEX INTERNATIONAL CORP.

FILED
95 AUG 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **CARIBEX IMPEX INTERNATIONAL, CORP.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CARIB IMPEX INTERANTIONAL, CORP.

and the principal place of business is:

c/o Nicolas Fernandez, Esq.
2655 LeJuene Road
PH-1D
Coral Gables, Fl 33134

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in real estate investment and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2655 Lejuene Road, Ph-1D, Coral Gables, FL 33134 and the name of the corporation's initial registered agent at that address is Nicolas Fernandez, Esq.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) director(s) initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director(s) are:

**Charles Dumont
Georgette Dumont**

Unit 12-E
8900 Collins Avenue
Surfside, Florida 33154

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Nicolas Fernandez, Esq. 2655 LeJuene Road
Ph-1D
Coral Gables, Florida 33134.

ARTICLE VIII. BYLAWS

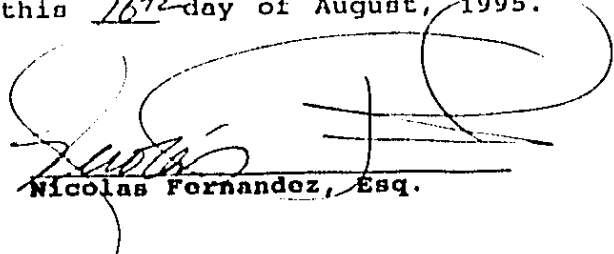
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting

by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

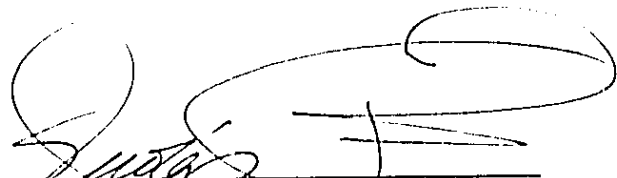
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of August, 1995.



Nicolas Fernandez, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **CARIB IMPEX INTERNATIONAL, CORP.** in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Nicolas Fernandez, Esq.

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FILED
95 AUG 11 PM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA