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TO: DIVISION OF CORPORATIONS, DEPARTMENT OF STATE, TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE

STATE OF FLORIDA

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TALLAHASSEE, FL 32303

FAX: (904) 921-4000

FROM: EMPIRE CORPORATE KID COMPANY

132 FLAGLER STREET

SUITE 200

MIAMI FL 33135-311-

CONTACT: RAY STORMONT

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARIBBEAN ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000010333

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/15/1995

TIME REQUESTED: 10:55:11

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION  
OF  
CARIBBEAN ENTERPRISES, INC.

The undersigned in order to form a Corporation for purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: CARIBBEAN ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: The distribution of food, beverages and related products.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:  
CARLOS R. BUSQUETS, ESQ.  
780 N.W. LE JEUNE ROAD  
SUITE 517  
MIAMI, FLORIDA 33126  
FLORIDA BAR NO. 205370  
PHONE: (305) 448-1200..

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

#### ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

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**ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.**

The street address of the corporation's initial registered office and principal office is: 940 LINCOLN ROAD SUITE 217, MIAMI BEACH, FLORIDA 33139 and the name of the initial registered agent of the corporation at that office is: MARIA TERESA TORRELLES

**ARTICLE VIII- INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

N A M E	A D D R E S S
MARIA TERESA TORRELLES	940 LINCOLN ROAD, SUITE 217 MIAMI BEACH, FL. 33139

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

N A M E	A D D R E S S
MARIA TERESA TORRELLES	940 LINCOLN ROAD, SUITE 217 MIAMI BEACH, FL. 33139

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ARTICLE I - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of September, 1995.

MARIA TERESA TORRELLES

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MARIA TERESA TORRELLES, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator. And he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.  
( ) who is personally known to me or ( ) who has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 14th day of September, 1995.



"OFFICIAL SEAL"  
Carlos Busquets  
My Commission Expires 1/18/98  
Commission #OC 334584

NOTARY PUBLIC, STATE OF FLORIDA  
CARLOS BUSQUETS  
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: CARIBBEAN ENTERPRISES, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

DATED THIS 14th DAY OF September, 1995.

(REGISTERED AGENT)  
MARIA TERESA TORRELLES

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