JMI-12-1996

PUBLIC ACCESS SYSTEM (((H98000000833)))

ELECTRONIC FILING COVER SHEET TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1492 W FLAGLER ST

STATE OF FLORIDA SUITE 200

409 EAST GAINES STREET MIAMI FL 33135-2-

TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT FAX: (904) 922-4000 PHONE: (305) 541-3694

FAX: (305) 541-3770

(((H96000000633))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALL CARIBBEAN LIMITED, INC.

FAX AUDIT NUMBER: H96000000632 CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/12/1996 TIME REQUESTED: 14:13:58 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

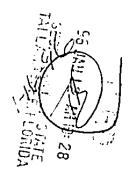
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H9800000033))) ** ENTER 'M' FOR MENU, ** ENTER SELECTION AND (CR):

Help F1 Option Manu F2

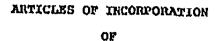
NUM CAPS Connect: 00:03:



William Hongroupe a

55 JAN 12 PH 3: 20

GENNEDHE



ALL CARIBDEAN LIMITED, INC.



ARTICLE 1.

NAME

The Name of the Corporation is ALL CARIBBEAN LIMITED, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Shellie Sachs Levin, Esq. Rivergate Plaza, Suite 300 444 Brickell Avenue Hiami, Florida 33131 Telephone: (305) 358-5800 Florida Bar No. 285196

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 2,000 shares with par value of \$1.00 per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any procemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 10366 West Flagler Street, 2nd Floor, Miami, Florida 33175.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is SHELLIE SACHS LEVIN.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of

Directors consisting of not fewor than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until her successors are elected and qualified shall be:

_	24
NAME	ADDRESS
GORDON TOWNSEND	9375 Fountainbloau Blvd., #1433 Miami, Florida 33172
STEPHANIE DOYLE-TECLE	9375 Fountainblenu Blvd., #L433 Miami, Florida 33172
RAFAEL PALACIOS, JR.	14540 S.W. 51st Street Miami, Florida 33145
NILS A. STILLE	5871 S.W. 80th Street Miami, Florida 33143

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: SHELLIE SACHS LEVIN, 444 Brickoll Avenue, Suite 300, Miami, Florida 33131.

ARTICLE X.

INDEMNIPICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this /2 January, 1996.

Shellie Sachs Levin

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before mo, the undersigned authority, Shellie Sachs Levin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official soal on this day of January, 1996.

NOTARY PUBLIC, State of

Florida at Largo

My Commission Expires:

GLYNES FL BUTFLEY
MY COMMISSION & CC 321455
EUPRES: Doeble 14, 1987
Bearlet Tave Heavy Public Underwebers

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Sthtutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

ALL CARIBBEAN LIMITED, INC.

2. The name and address of the Registered Agent and office is:

SHELLIE SACHS LEVIN, ESQ. RIVERGATE PLAZA, SUITE 300 444 BRICKELL AVENUE MIAMI, PLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Shellie Sachs Levin

DATE:

Jan 12 , 1996