

796000040390

**BAKER
&
HOSTETLER**
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNHASK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000
FAX (407) 641-0100
WRITTEN DODGE DIAL NUMBER (407)
649-4043

May 1, 1996

TELEPHONE 122.50
-05/07/96-010000-0003
***122.50 ***122.50

Domestic Charter Service
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Re: Corporate Formation of Caribbean Enterprises
of Central Florida, Inc.

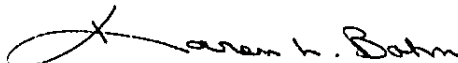
Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation for Caribbean Enterprises of Central Florida, Inc., together with this firm's check in the amount of \$122.50 to cover the filing fee, certified copy and registered agent designation fees.

Please file the Articles as soon as possible and return the certified copy to me by regular United States mail.

Thank you for your assistance in this matter. If there are any problems with the formation of this company, please contact me at (407) 649-4043.

Sincerely,


Karen L. Bohn
Legal Assistant

\2908

Enclosures

cc: Richard T. Fulton, Esquire
(w/encl.)

Jeffrey E. Decker, Esquire

D:\23932\96001\L-SOS.ART

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 1 1996
6:21 PM

B. REGISTER MAY 10 1996

CLEVELAND, OHIO
(216) 621-0200

COLUMBUS, OHIO
(614) 228-1541

DENVER, COLORADO
(303) 861-0600

HOUSTON, TEXAS
(713) 751-1600

LONG BEACH, CALIFORNIA
(310) 432-2827

LOS ANGELES, CALIFORNIA
(213) 624-2400

WASHINGTON, D.C.
(202) 861-1500

Articles of Incorporation
of

CARIBBEAN ENTERPRISES OF CENTRAL FLORIDA, INC.

ARTICLE I

Name and Duration

The name of the Corporation is CARIBBEAN ENTERPRISES OF CENTRAL FLORIDA, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is Post Office Box 522364, Longwood, Florida 32752-2364.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 701 West Pinewood Court, in the City of Lake Mary, County of Seminole. The name of the registered agent at such address is Fedora M. Socarras.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Fedora M. Socarras	701 West Pinewood Court Lake Mary, Florida 32746

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Angel E. Socarras	701 West Pinewood Court Lake Mary, Florida 32746
Fedora M. Socarras	701 West Pinewood Court Lake Mary, Florida 32746
Efrain Socarras	700 West Pinewood Court Lake Mary, Florida 32746
Nieves Stewart	700 West Pinewood Court Lake Mary, Florida 32746

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.


ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Longwood, Seminole County, Florida, this 1st day of May, 1996.


Fedora E. Socarras, Incorporator
m.

STATE OF FLORIDA)
) SS.
COUNTY OF DUNN)

The foregoing instrument was acknowledged before me this
15 day of May, 1996, by FEDORA M. SOCARRAS, on
behalf of the corporation. She is personally known to me or has
produced _____ as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



KAREN L. BOHN
MY COMMISSION # CC434647 EXPIRES
September 10, 1996
BONDED WITH TROY FARM INSURANCE, INC.

D:\23932\96001\ARTICLES
04\30\96.klb

1996
MAY -6 PM 2:07
TALLAHASSEE
FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That CARIBBEAN ENTERPRISES OF CENTRAL FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named FEDORA ^MK. SOCARRAS, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.



Fedora^MK. Socarras

DATED: ^{May 1,} ~~January 24,~~ 1996