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MIAMI FL 33136

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PHONE: (305) 641-3694

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARIBBEAN VILLAGE SHOPS, INC.

FAX AUDIT NUMBER: H90000000000

CURRENT STATUS: REQUESTED

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ARTICLES OF INCORPORATION

OR

CARIBBEAN VILLAGE SHOPS, INC.RECEIVED DATE  
10-19-96

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, do hereby associate ourselves to form a corporation and adopt the following Articles of Incorporation.

ARTICLE INAME OF CORPORATION

The name of this corporation is:

CARIBBEAN VILLAGE SHOPS, INC.

The principal office is located at 81905 Overseas Highway, Islamorada, Florida, 33036.

ARTICLE IIPURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

This Instrument Prepared By:  
John P. Maas, Esq.  
**LAW OFFICES OF HELLMAN & MAAS**  
44 N.E. 16th St.  
Homestead, FL 33030

FLORIDA BAR NO: 435910

305-247-7132

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ARTICLE III  
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V  
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI  
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

| <u>SUBSCRIBER</u> | <u>ADDRESS</u>                         | <u>NUMBER OF<br/>SHARES</u> |
|-------------------|--|-----------------------------|
| FRED KLIMPL       | 128 Harbor Lane<br>Tavernier, FL 33070 | 50                          |

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DENNIS BERRY

86729 Old Highway  
Treasure Harbor Trading  
Islamorada, FL 33060

25

MARIA BERRY

86729 Old Highway  
Treasure Harbor Trading  
Islamorada, FL 33060

25

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be three (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

| <u>NAME</u>  | <u>ADDRESS</u>   |
|--------------|--|
| FRED KLIMPL  | 128 Harbor Lane<br>Tavernier, FL 33070                               |
| DENNIS BERRY | 86729 Old Highway<br>Treasure Harbor Trading<br>Islamorada, FL 33060 |

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MARIA BERRY

86729 Old Highway  
Treasure Harbor Trading  
Islamorada, FL 33060

ARTICLE IX  
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X  
PRE-EMPTIVE RIGHTS

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

ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

**ARTICLE XII  
INDEMNIFICATION**

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

DATED this 19<sup>th</sup> day of June, 1996.

  
FRED KLIMPL


  
DENNIS BERRY

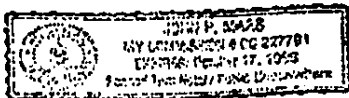
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared FRED KLIMPL and DENNIS BERRY, to me well known to be the persons described in and who acknowledged before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 19<sup>th</sup> day of June, 1996.

My Commission Expires:

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: John L. Mass  
Commission No: \_\_\_\_\_



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT CARIBBEAN VILLAGE SHOPS, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT ISLAMORADA, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: \_\_\_\_\_

FRED KLIMPL

Title: \_\_\_\_\_

Incorporator

Date: \_\_\_\_\_

6-19-96

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, 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.

Signature: \_\_\_\_\_

JOHN P. MAAS

Date: \_\_\_\_\_

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