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NAME: CARIBE INTERNATIONAL CHARTERS, INC.
FAX AUDIT NUMBER: H96000008833 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

CARIBE INTERNATIONAL CHARTERS, INC..

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: CARIBE INTERNATIONAL CHARTERS, INC..

ARTICLE II

Corporate existence is perpetual.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1,000 shares all in one class, \$1.00 par value.

ARTICLE V

The initial principal address and registered offices of the corporation in the State of Florida shall be 626 CORAL WAY SUITE 19 CORAL GABLES, FLORIDA 33134. The Board of Directors may from time to time move their principal offices to any address within the State of Florida. The registered agent is: ALFREDO CAMPA. Address: 626 CORAL WAY SUITE 1404 CORAL GABLES, FLORIDA 33134.

Prepared By: Andy Martinez, C.P.A.
8360 W. FLAGLER ST. #205
MIAMI, FL 33144
305-559-3000

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ARTICLE VI


The number of directors constituting its initial Board of Directors are TWO (2) whose names and addresses are:

<u>NAME/ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
ALFREDO CAMPA 626 CORAL WAY SUITE 19 CORAL GABLES, FLORIDA 33134	500	\$500
DIANA GONZALEZ 626 CORAL WAY SUITE 19 CORAL GABLES, FLORIDA 33134	500	\$500

ARTICLE VII

The stock of the corporation may be issued pursuant to the provisions under * 1244 of Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 24th day of JUNE 1996.


PRESIDENT

ARTICLE VIII

The name of the incorporator is ALFREDO CAMPA,
 626 CORAL WAY SUITE 19 CORAL GABLES, FLORIDA 33134.

Signature 
 Incorporator

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ARTICLE IX

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes 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.

1. The name of the corporation is : **CARINE INTERNATIONAL CHARTERS, INC..**
2. The name and address of the registered agent is:

**ALFREDO CAMPA
626 CORAL WAY SUITE 19
CORAL GABLES, FLORIDA 33160**

SIGNATURE

(Corporate Officer)

TITLE

PRESIDENT

DATE

6-24-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT 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 AND OBLIGATIONS
OF SECTION 607.325, FLORIDA STATUTES

SIGNATURE

DATE

6-24-96

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