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EMPIRE CORPORATE KIT

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STATE OF FLORIDA SUITE 200
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CARIBBEAN PARTNERS, INC.
FAX AUDIT NUMBER: H96000011938 CURRENT STATUS: REQUESTED
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EMPIRE CORPORATE KIT

MARWIN S. CASSEL

FBN. 0012713

201 S. Biscayne Blvd.

Suite # 3000

Miami, FL 33131

305-373-9400

ARTICLES OF INCORPORATION

OF

CARIBBEAN PARTNERS, INC.

FILED
56 AUG 27 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Caribbean Partners, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131 and the registered agent at that address is: Tibor Hollo.
- FIFTH:** The name and address of the incorporator of the Corporation is: Tibor Hollo, One Bayfront Plaza, Suite 1100, 100 S. Biscayne Boulevard, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1996.



Tibor Hollo, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0503 of the Florida Business Corporation Act.


Tibor Hollo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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