

# KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2199

TELEPHONE (305) 596-7000  
FACSIMILE (305) 596-7004

ANGEL ARMAS  
305 596-7000  
blanchjean@kllp.com

September 11, 1996

RECEIVED SEP 12 1996  
09/12/96 --01039--019  
\*\*\*245.00 \*\*\*122.50

Secretary of State of Florida  
Corporations Division  
P O Box 6327  
Tallahassee, Florida 32301

Re: SPF Consulting Labs, Inc. and Caribbean Breeze Acquisition Corp.

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared for SPF Consulting Labs, Inc. and Caribbean Breeze Acquisition Corp., proposed Florida corporations. Also enclosed is our check in the amount of \$245.00 in payment of the following fees for both Corporations:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Subtotal	\$ 122.50
Total	\$ 245.00

Please return the certified copies of these articles to me. Thank you for your cooperation with this matter.

Sincerely,

Jan Blanch,  
Lawyer's Assistant to  
Angel Armas

cc: Angel Armas, Esq.

**ARTICLES OF INCORPORATION  
OF  
CARIBBEAN BREEZE ACQUISITION CORP.**

FILED  
25 SEP 12 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **CARIBBEAN BREEZE ACQUISITION CORP.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is **CARIBBEAN BREEZE ACQUISITION CORP.**

EFFECTIVE DATE  
9/9/96

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE III**

**DURATION AND COMMENCEMENT OF EXISTENCE**

The duration of the Corporation shall be perpetual commencing on September 9, 1996.

**ARTICLE IV**

**PURPOSE**

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V  
CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

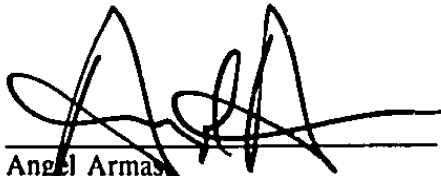
The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Angel Armas.

ARTICLE VII  
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Angel Armas	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of September, 1996.

  
\_\_\_\_\_  
Angel Armas,  
Incorporator