

KIRKPATRICK & LOCKHART LLP

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JAN H. BLANCH
(305) 399-3300
Name: JBL.com

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-09/12/96--01089--019
****245.00 ****122.50

September 11, 1996

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.

cc: Angel Armas, Esq.

Sincerely,

Jan Blanch,
Lawyer's Assistant to
Angel Armas

EFFECTIVE DATE
9/9/96
96 SEP 13 PM 1:08
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

*for, please change to
SPF Consulting
Labs, Inc.
Th. 82*

September 13, 1996

KIRKPATRICK & LOJHART
% ANGEL ARMAS
201 S BISCAYNE BLVD MIAMI CENTER 20TH FLO
MIAMI, FL 33131-2399

SUBJECT: SPF CONSULTING LABS, INC.
Ref. Number: W96000019316

We have received your document for SPF CONSULTING LABS, INC. and check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00042630

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR
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JAN BLANCK
(305) 539-3364
BLANCKJF@KLL.COM

September 18, 1996

Secretary of State of Florida
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Attention: Loria Poole

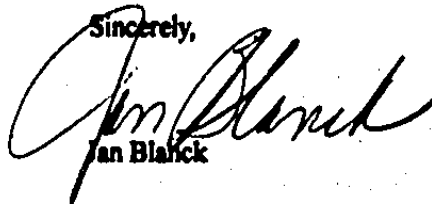
Re: SPF Consulting Labs, Inc./Ref. No. W96000019316

Dear Ms. Poole:

Pursuant to your letter dated September 13, 1996, enclosed are articles of incorporation, in duplicate, for SPF Labs, Inc., a proposed Florida corporation. Please retain our original filing date when processing these articles.

Thank you for your cooperation with this matter.

Sincerely,



Jan Blanck

cc: Angel Armas, Esq.

**ARTICLES OF INCORPORATION
OF
SPF LABS, INC.**

FILED
96 SEP 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of **SPF LABS, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **SPF LABS, INC.**

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.

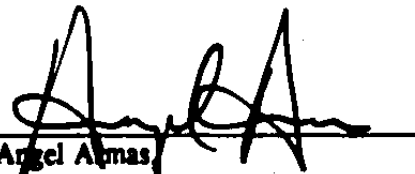
ARTICLE VII

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

CERTIFICATE OF REGISTERED AGENT

OF

SPF LABS, INC.

Having been named to accept service of process for SPF LABS, INC. at the place designated in the foregoing Articles of Incorporation, Angel Armas agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: September 9, 1996


Angel Armas

FILED
96 SEP 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA