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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: CARIBBEAN RESOURCE CENTER INCORPORATED

AUDIT NUMBER.....H96000015254

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

9/20/96
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ARTICLES OF INCORPORATION
OF

CARIBBEAN RESOURCE CENTER INCORPORATED

④
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The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

CARIBBEAN RESOURCE CENTER INCORPORATED

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares of common stock, each having a \$1 par value per share.

Frances Blissett, Esq.
Frances Blissett, P.A.
16211 N.E. 18th Avenue
N. Miami Beach, FL 33162
Florida Bar #0044921
(305) 947-5777

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ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be 16211 N.E. 18th Avenue, N. Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at the address is Frances Blissett, Esq., who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

The street address of the corporation is 9750 Atlantic Drive, Miramar, Florida 33025-4275.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than three (3). The name and address of the directors of this corporation are:

Verdi Heron	President
9750 Atlantic Drive	
Miramar, Florida 33025-4275	

Wayne Evans	Vice President
9750 Atlantic Drive	
Miramar, Florida 33025-4275	

Valrie Jones	Secretary
9750 Atlantic Drive	
Miramar, FL 33025-4275	

ARTICLE VII. SUBSCRIBERS

The name and address of the Incorporator signing these Articles of Incorporation is:
Verdi Herron at 9750 Atlantic Drive, Miramar, Florida 33025-4275.

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ARTICLE VIII. ALIENATION OF SHARES

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

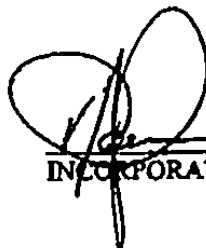
ARTICLE X. DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.



INCORPORATOR

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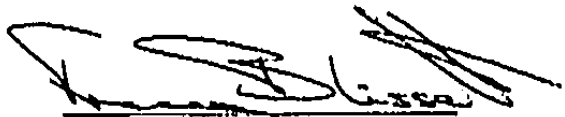
STATE OF FLORIDA)

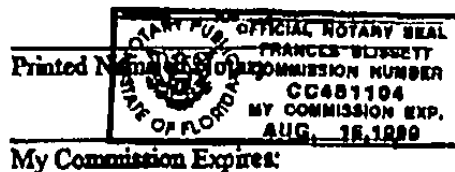
COUNTY OF BROWARD)

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BEFORE ME, the undersigned authority, personally appeared VERDI HERON, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 27th day of October, 1996.


Notary Public



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

THE UNDERSIGNED hereby notifies that he has accepted the position and agrees to act as Registered Agent for CARIBBEAN RESOURCE CENTER INCORPORATED.


FRANCES BLISSETT, ESQ.

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FRANCES BLISSETT, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 29 day of Oct., 1996.


Notary Public

Printed Name of Notary



BEVERLY FEIGELES
COMMISSION # CC382503
EXPIRES AUG 3, 1998
BONDED THRU
ATLANTIC BONDING CO., IN

My Commission Expires:

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