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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: CARIBBEAN CONSTRUCTION & MANAGEMENT COMPANY

AUDIT NUMBER..... H97000000817

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

CERT. OF STATUS..0

PAGES.....

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

<u>OF</u>

CARIBBEAN CONSTRUCTION & MANAGEMENT COMPANY

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is CARIBBEAN CONSTRUCTION & MANAGEMENT COMPANY, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 6300 N. E. 2nd. Avenue, Miami, Floride and the mailing address of Corporation is 14720 N.E. 2nd. Court, Miami, Floride 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ. 6255 N. W. SEVENTH AVENUE MIAMI, FL 33150 (305) 751-8934 BAR #: 0075124

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1,00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intengible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rate share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's Initial registered office 14720 N.E. 2nd. Court, Miami, Florida 33161, and the registered agent at that office is Jean R. Michel.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Jean R. Michel 14720 N. E. 2nd. Court, MIAMI, FLORIDA 33161

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

Jean R. Michel 14720 N.E. 2nd. Court, MIAMI, FLORIDA 33161

IN WITNESS WHEREOF, I. Jean R. Michel, the undersigned incorporator, have signed these Articles of Incorporation on this _______ day of ________ 1997, and acknowledged the same to be my set.

JEAN R. MICHEL

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of 37Allwess.

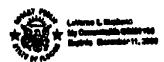
1997 by JEAN R. MICHEL, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBL

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That CARIBBEAN CONSTRUCTION & MANAGEMENT COMPANY, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JEAN R.

MICHEL, at 14720 N. E. 2nd. COURT, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to corruply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Branch B.

ATE: 1/14/4

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