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January 10, 1997

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SENT VIA FEDERAL EXPRESS
AIRBILL NUMBER: 3247604544

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of International Caribbean
Exchange, Inc.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.00
representing the fee for the above referenced Articles of
Incorporation. Kindly return a certified copy of the Articles to
the undersigned.

If you have any questions, please call collect.

Very truly yours,


Lloyd A. Baron, Esq.

LAB:ls
Enclosure

FILED
97 JAN 21 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24
1-27-97

ARTICLES OF INCORPORATION
OF
INTERNATIONAL CARIBBEAN EXCHANGE, INC.

FILED
97 JAN 21 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
INTERNATIONAL CARIBBEAN EXCHANGE, INC.
Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The principal office of this corporation will be
2486 N. State Road 7, Margate, FL 33063.

ARTICLE V

The names and post office addresses of the first Board
of Directors, who shall hold office for the first year of the
corporation's existence, or until successors are elected and have
qualified, are as follows:

1. ROBIN GARCIA 22485 S.W. 65th Way, C-136
 Boca Raton, FL 33428

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

ROBIN GARCIA
2486 N. State Road 7
Margate, FL 33063

ARTICLE VI

In pursuance of Chapter 48.091, Florida Statutes the
following is submitted, in compliance with said Act:

First. That INTERNATIONAL CARIBBEAN EXCHANGE, INC. desiring
to organize under the laws of the State of Florida with its
principal office indicated in the Articles of Incorporation at
2486 N. State Road 7, Margate, FL 33063 has named ROBIN GARCIA
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROBIN GARCIA
Resident Agent

ARTICLE VII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

This corporation is to exist perpetually.

ARTICLE IX

To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The undersigned has executed these Articles of Incorporation
this day of December, 1996.



INCORPORATOR