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*Lloyd A. Baron P.A.*  
ATTORNEY AND COUNSELOR AT LAW

MERRILL LYNCH TOWER  
SUITE 110  
2855 UNIVERSITY DRIVE  
CORAL SPRINGS, FLORIDA 33065  
TELEPHONE (954) 344-7328  
TELEFAX (954) 345-1556

LLOYD A. BARON  
MEMBER FLORIDA, CONNECTICUT,  
UNITED STATES DISTRICT COURT &  
NEW YORK BARS

SATELLITE OFFICES:  
BOCA RATON  
FORT LAUDERDALE

January 10, 1997

100002064001--6  
-01/22/97--01045--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

SENT VIA FEDERAL EXPRESS  
AIRBILL NUMBER: 3247604544

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

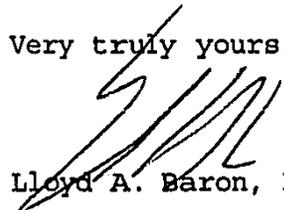
Re: Articles of Incorporation of International Caribbean  
Exchange, Inc.

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

Handwritten initials and date: 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.



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

**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.

**ARTICLE I**

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

  
\_\_\_\_\_  
**INCORPORATOR**