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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CARIBBEAN CLASSIC ENTERPRISES, INC.
AUDIT NUMBER.....H97000002218
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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ARTICLES OF INCORPORATION

OF

CARIBBEAN CLASSIC ENTERPRISES, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARIBBEAN CLASSIC ENTERPRISES, INC.

The principal place of business of this corporation shall be:

**8530 N.W. 30TH TER
MIAMI, FL 33122**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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 CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 SHARES OF COMMON STOCK AT PAR VALUE OF \$5.00 EACH

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

| | | |
|-----------------------|------------------|--|
| JOAN M. VOYLES | PRESIDENT | 5701 COLLINS AVE #812 MIAMI BEACH, FL 33140 |
|-----------------------|------------------|--|

| | | |
|------------------------|---------------------|---|
| JULIE A. VOYLES | SEC/TREASURY | 640 E. LANDSDOWNE DR ORANGE CITY, FL 32763 |
|------------------------|---------------------|---|

Prepared by:
M & C Accounting Services, Inc.
801 W. 49th St. Ste. 226
Hialeah, FL 33012
(305) 822-4299

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ARTICLE VI INCORPORATOR(S)

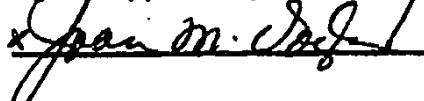
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JOAN M. VOYLES

5701 COLLINS AVE # 812
MIAMI BEACH, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 5TH day of FEBRUARY, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CARIBBEAN CLASSIC ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

JOAN M. VOYLES

(P.O. BOX NOT ACCEPTABLE)

5701 COLLINS AVE # 812 MIAMI BEACH, FL 33140

(CITY/STATE/ZIP)

SIGNATURE

Joan M. Voyles
(corporate officer)

TITLE PRESIDENT

DATE 02-05-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Joan M. Voyles

DATE 02-05-97

REGISTERED AGENT FILING FEE:

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