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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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-02/10/97--01068--003
*****78.75 *****78.75

SUBJECT: CARIBBEAN PARADISE CONSULTANTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75 Filing Fee & Certificate

FROM: Arnold E. Davis
9580 NW 31 Place
Fort Lauderdale, Florida 33351
1-954-741-2082

FILED
97 FEB 10 AM 7:52
TALLAHASSEE, FLORIDA

F. C. MOORE FEB 11 1997

ARTICLES OF INCORPORATION
OF
CARIBBEAN PARADISE CONSULTANTS, INC.

THE UNDERSIGNED Incorporator(s), for the propose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation is: CARIBBEAN PARADISE CONSULTANTS, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III: DURATION

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of .01 par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9580 NW 31 Place, Fort Lauderdale, Florida, 33351, and the name of the initial registered agent of this corporation at that address is Arnold E. Davis.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-laws hereof. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Arnold E Davis	9580 NW 31 Place, Fort Lauderdale, Florida 33351

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ARTICLE VIII: INCORPORATORS

The name and address of each person signing these Articles is:

NAME

Arnold E Davis

ADDRESS

9580 NW 31 Place, Fort Lauderdale, Florida 33351

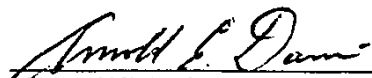
ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

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

The undersigned Incorporator(s) Has(have) executed these Articles of Incorporation this 6th day of February, 1997


Arnold E. Davis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Paradise Consultants, Inc.

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

Arnold E. Davis
9580 NW 31 Place
Fort Lauderdale, Florida 33351

Having been named as registered agent and accept service of process for the above named 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 comply 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.

Arnold E. Davis
(Signature)

2/6/97
(Date)

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