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**Rosillo & Associates, P.A.
Certified Public Accountant**

*member: American & Florida Institutes of
Certified Public Accountants.*

**8405 N.W. 53rd St. Suite A-205
Miami, Florida. 33166
(305) 477-5671 Fax (305) 477-2640**

2/12/97

**Secretary Of State
Division of Corporations
409 E. Gaines St
Tallahassee, Florida 32399**

~~FRANK DUE~~
2-13-97

**600002089696--9
-02/17/97-01113-017
*****122.50 *****122.50**

Re: Articles of Incorporation for Caribbean Group, Inc

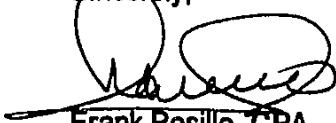
Gentlemen:

Enclosed you will find a check in the amount of \$122.50 representing the incorporation fee for the above referenced.

A return United Parcel Service letter envelope is enclosed for you to use to return the approved articles to us.

If you have any questions regarding this submission, please feel free to contact the undersigned.

Sincerely,



Frank Rosillo, CPA

97 FEB 17 AM 9 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11/21/97
2-21-97

ARTICLES OF INCORPORATION

EFFECTIVE DATE
2/13/97

OF

Caribbean Group, Inc

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be Caribbean Group, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state country, territory or nation.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

15348 S.W. 111 St

Miami, Florida, 33196

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ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 8405 N. W. 53rd St #A-205, Miami, Florida and the name of the initial registered agent at that address is Frank Rosillo

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is: Miguel A. Fernandez, 15348 S.W. 111 St., Miami, Florida. 33196.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles of incorporation is: Miguel A. Fernandez, 15348 S.W. 111 St, Miami, Florida 33196.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness hereof, the undersigned subscriber has executed these articles of incorporation on this 13th day of February, 1997.



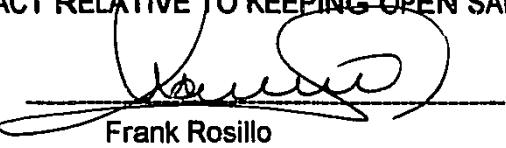
Miguel A. Fernandez
Subscriber

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that Caribbean Group, Inc, desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation at 8405 N. W. 53rd St #A-205, Miami, Florida , has named Frank Rosillo as its agent to accept service of process within this state.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE 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.



Frank Rosillo

FILED

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