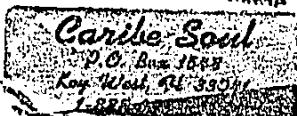


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-08/06/97-01081-002  
\*\*\*\*122.50 \*\*\*\*122.50

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

<b>NEW FILINGS</b>	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

<b>AMENDMENTS</b>	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

<b>OTHER FILINGS</b>	
	Annual Report
	Fictitious Name
	Name Reservation

<b>REGISTRATION/QUALIFICATION</b>	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
97 AUG -6 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER AUG 7 1997

**ARTICLES OF INCORPORATION  
OF  
CARIBE SOUL, INC.**

FILED  
97 AUG -6 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation is: Caribe Soul, Inc.

**ARTICLE II: NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: manufacture and/or distribution of food products, supplies, related items and investments of every kind, nature, and description.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock with a par value of ONE DOLLAR (\$ 1.00) for each share.

**ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation will begin doing business is FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V: TERM OF EXISTENCE**

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

**ARTICLE VI: ADDRESS**

The initial post office address of this corporation in the State of Florida is: P.O. Box 1548, Key West, Florida 33041. The initial street address is: 1010 Whitehead Street, Key West, Florida 33040.

## II: DIRECTORS

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

## ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Leslie Mayberry	1010 Whitehead Street Key West, FL 33040	Director	Sec/Treas
Michael Weston	812 Thomas Avenue Key West, FL 33040	Director	President

## ARTICLE IX: SUBSCRIBERS

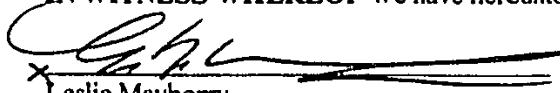
The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

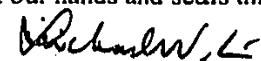
<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Leslie Mayberry	1010 Whitehead Street Key West, FL 33040	250	\$ 250.00
Michael Weston	812 Thomas Avenue Key West, FL 33040	250	\$ 250.00

## ARTICLE X: AMENDMENT

These 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.

**IN WITNESS WHEREOF** We have hereunto set our hands and seals this 31 day of July, 1997.

  
Leslie Mayberry

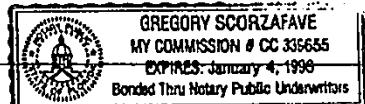
  
Michael Weston  
President

**STATE OF FLORIDA;**  
**COUNTY OF MONROE:**

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Leslie Mayberry** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 31 day of July, 1997.

**STATE OF FLORIDA;**  
**COUNTY OF MONROE:**

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Michael Weston** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 31 day of July, 1997.



Notary Public

My Commission expires Jan 4 98

*G Scorzafave*

FILED  
97 AUG -6 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

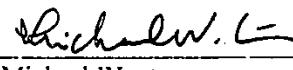
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:**

In compliance with Section 48.091, Florida statutes, the following is submitted:

**FIRST** - that Caribe Soul, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Key West, State Florida has named Michael Weston, located at 812 Thomas Avenue, Key West, Florida 33040, as its agent to accept service of process within Florida.

  
Leslie Mayberry,  
July 31, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Michael Weston  
July 31, 1997  
\_\_\_\_\_  
President