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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: CARIBBEAN SUN & PROMOTIONS INC.

AUDIT NUMBER.....H97000013451

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
CARIBBEAN SUN & PROMOTIONS INC.,

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is CARIBBEAN SUN & PROMOTIONS INC.,

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

PREPARED by COLIN ROBINSON
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056
PHONE: (306) 621-7555/6579

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ARTICLE V

The name of the initial registered agent of this corporation is KIRK HARPAUL state address of the initial registered office of the corporation in the State of Florida is 13481 SW 183 TERR, MIAMI FL 33177.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Directors are:

KIRK HARPAUL

13481 SW 183 TERR
MIAMI FL. 33177

ARTICLE VII
INCORPORATION

The name and address of the incorporator of these articles of Incorporation is KIRK HARPAUL, 13481 SW 183 TERR
MIAMI FLORIDA 33177

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ARTICLE VIII
BYLAWS

The name and address of the incorporator of these articles of
Incorporation is KIRK HARPAUL of 13481 SW 183 TERR
MIAMI FLORIDA 33317.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by
law, the incorporator, any officer, director, employee, or agent of
the corporation, or any person who at the request of the
corporation is or was serving as a director, officer, employee, or
agent of another corporation partnership, joint venture, trust or
other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior
provisions contained in these Articles of Incorporation or any
amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation, the 14 day of Aug
1997.

Kirk Harpaul
KIRK HARPAUL

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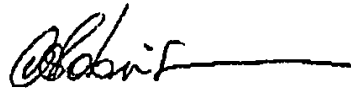
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared KIRK HARPAUL known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 14 day of August 1997.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 9/5/98
Commission #CC 405089


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that CARIBBEAN SUN & PROMOTIONS INC. desiring to
organize or qualify under the laws of the State of Florida with its
principal place of business at 13481 SW 183 TERR. MIAMI FLORIDA
33377 has named KIRK HARPAUL, 13481 SW 183 TERR. MIAMI, FLORIDA
33377, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate. I hereby am
familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Dated this 14th day of August, 1997.

BY: Kirk Harpaul
KIRK HARPAUL
Registered Agent

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