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EMPIRE CORP-CORP KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CARIB PALACE, INC.

AUDIT NUMBER.....H97000013581

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

CERT. OF STATUS..0

PAGES..... 6

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SECTION 1
TALLAHASSEE, FLORIDA

B. REGISTER AUG 19 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARIB PALACE, INC.

ARTICLE I.

CORPORATE NAME

The name and address of this corporation shall be:

CARIB PALACE, INC.
18568 N.W. 19th Street
Pembroke Pines, Florida 33029

ARTICLE II.

NATURE OF CORPORATION BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Five Hundred (500) Shares of Stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered

Prepared by:
RAY STRAUSS, ESQ.
Florida Bar No. 098098
for RAY STRAUSS, P.A.
17270 N.E. 19th Avenue
North Miami Beach, FL 33162
Telephone: (305) 940-7711

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Office in the State of Florida shall be:

WENDELL MOHAMMED

18568 N.W. 19th Street
Pembroke Pines, Florida 33029

ARTICLE V.

The Corporation and the officers are to be considered as eligible for the conditions under Section 1244 of the Internal Revenue Code.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
WENDELL MOHAMMED	18568 N.W. 19th Street Pembroke Pines, Florida 33029
DAWN MOHAMMED	18568 N.W. 19th Street Pembroke Pines, Florida 33029
GOBIN DYAL	18568 N.W. 19th Street Pembroke Pines, Florida 33029
ZALINDA DYAL	18568 N.W. 19th Street Pembroke Pines, Florida 33029
SUBRAMANNY NAIDU	18568 N.W. 19th Street Pembroke Pines, Florida 33029

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

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ARTICLE VIII.

INCORPORATORS

The name and post office address of each
incorporator executing these Articles of Incorporation is as
follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
WENDELL MOHAMMED	18568 N.W. 19th Street Pembroke Pines, Florida 33029
DAWN MOHAMMED	18568 N.W. 19th Street Pembroke Pines, Florida 33029
GOBIN DYAL	18568 N.W. 19th Street Pembroke Pines, Florida 33029
ZALINA DYAL	18568 N.W. 19th Street Pembroke Pines, Florida 33029
SUBRAMANNY NAIDU	18568 N.W. 19th Street Pembroke Pines, Florida 33029

The undersigned incorporators, for the purpose of forming a
Corporation to do business within the State of Florida, do make
and file these Articles of Incorporation, hereby declaring and
certifying that the facts herein states are true.

Wendell Mohammed (SEAL) Dawn Mohammed (SEAL)
WENDELL MOHAMMED DAWN MOHAMMED

Go bin Dyal (SEAL) Zalina Dyal (SEAL)
GOBIN DYAL ZALINA DYAL

Subramanny Naidu (SEAL)
SUBRAMANNY NAIDU

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STATE OF FLORIDA)
COUNTY OF BROWARD) SS.1

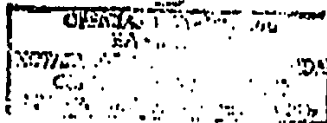
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared WENDELL MOHAMMED, DAWN MOHAMMED, GOBIN DYAL, ZALINA DYAL and SUBRAMANNY NAIDU to me known to be the persons described as incorporators in the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Pembroke Pines, Broward County, Florida, this 15 day of August, 1997.

Ray A. Rouss
NOTARY PUBLIC

My commission expires:

Ray A. Rouss
Print, Type or Stamp Name



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That CARIB PALACE, INC.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of
Incorporation at City of PEMBROKE PINES, COUNTY OF BROWARD,
STATE OF FLORIDA, has named WENDELL MOHAMMED, located at
18568 N.W. 19th Street, Pembroke Pines, County of Broward,
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
states corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By:

Wendell Mohammed
WENDELL MOHAMMED
(Registered Agent)

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