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TRANSMITTAL LETTER

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-09/04/97--01089--002
*****78.75 *****78.75

SUBJECT: Caribbean Gallery & Café, Inc.
(proposed corporate name)

Enclosed is an original and (1) copy of the articles of corporation and our check for: \$ 78.75.

FROM: Roberto Pizzica
Name(printed or type)
3818 Gunn Hwy, Ste 200 - C
Address
Tampa, FL 33624
City, State, & Zip
813-457-5276
Telephone Number

Note: Please provide the original and copy of the Articles.

P Hall SEP - 5 1997

ARTICLES OF INCORPORATION

OF

Caribbean Gallery & Café, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Caribbean Gallery & Café, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3818 Gunn Hwy, Suite 200-C
Tampa, FL 33624

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10000 Shares with par value of \$1.00

**ARTICLE IV INITIAL REGISTERED
AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Roberto Pizzica
3818 Gunn Hwy, Suite 200-C
Tampa, FL 33624

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Corporation is(are):

Roberto Pizzica- Presidente - (1000 shares)- 3818 Gunn Hwy, Ste 200-C
Tampa, FL 33624

Juan Carlos Villalta- Vpresidente - (1000 shares)-7219 North Hubert Ave.
Tampa, FL 33614

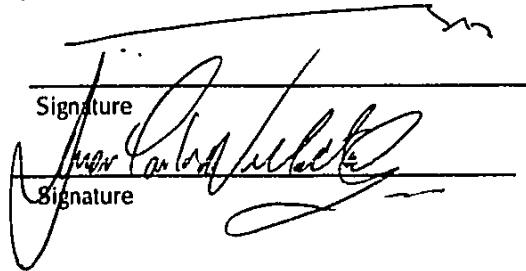
ARTICLE VI CORPORATE STRUCTURE

Caribbean Gallery & Café, Inc is a subsidiary of Caribbean Boutique, Inc.

The undersigned incorporator(s) has(have executed these Articles of Incorporation this
28 day of August, 1997.

Signature

Signature

The image shows two handwritten signatures in black ink. The first signature is written over a horizontal line and is positioned above the word "Signature". The second signature is also written over a horizontal line and is positioned above the word "Signature". The signatures are cursive and appear to be the names of the incorporators mentioned in the text above.

Articles of Incorporation
Filing Fee - \$35.00

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 Gallery & Café, Inc.

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

Roberto Pizzica
(NAME)

3818 Gunn Hwy., Ste 200 - C
(P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33624
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.

SIGNATURE 

DATE 08/28/97.