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LAW OFFICES OF  
**CARLOS M. LASTRA, P.A.**

ATTORNEY AND COUNSELOR AT LAW  
2828 Coral Way, Suite 306  
Miami, Florida 33145

CARLOS M. LASTRA

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*Of Counsel*  
RICHARD H. FERRO

September 10, 1997

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

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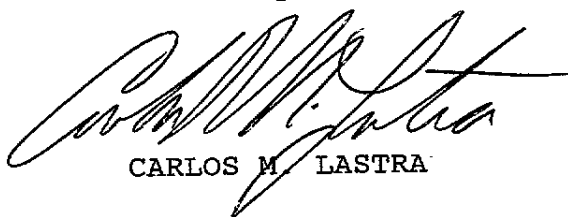
**Re: LATIN FLAVOR PRODUCTIONS, INC..**

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Please return a certified copy of the enclosed articles of incorporation to the address shown above. In addition, to facilitate matters I have enclosed a self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



CARLOS M. LASTRA

CML/em  
Enc.

-Chk. #

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*W97-22509*

D. BROWN NOV 21 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 2, 1997

**CARLOS M. LASTRA, ESQ.**  
2828 CORAL WAY  
SUITE 306  
MIAMI, FL 33145

**SUBJECT: LATIN FLAVOR PRODUCTIONS, INC.**  
Ref. Number: W97000022509

We have received your document for LATIN FLAVOR PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 297A00048452

ARTICLES OF INCORPORATION  
OF  
AFRO-CARIB RIDDIMS, INC.

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ARTICLE I. CORPORATE NAME.

The name of this corporation is AFRO-CARIB RIDDIMS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 2828 Coral Way, Suite 306, Miami, Florida 33145.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Carlos M. Lastra, Esquire, 2828 Coral Way, Suite 306, Miami, Florida 33145.

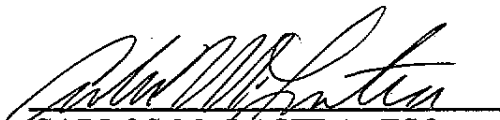
ARTICLE V. INCORPORATORS.

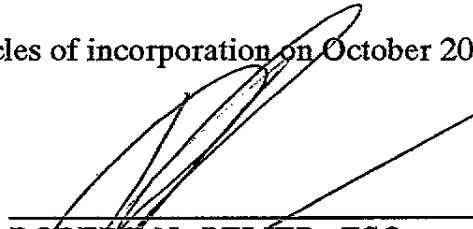
The name(s) and street address(es) of the incorporators to these articles of incorporation are Carlos M. Lastra, Esquire, 2828 Coral Way, Suite 306, Miami, Florida 33145 and Robert N. Pelier, Esquire, 350 Sevilla Avenue, Suite 201, Coral Gables, Florida 33134.

ARTICLE VI. BY-LAW AMENDMENT.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida.

The undersigned has executed these articles of incorporation on October 20, 1997.

  
CARLOS M. LASTRA, ESQ.  
Incorporator/Director

  
ROBERT N. PELIER, ESQ.  
Incorporator/Director

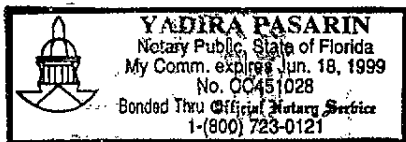
STATE OF FLORIDA    )  
                                  SS:  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this 20 of October, 1997, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, CARLOS M. LASTRA, ESQ. and ROBERT N. PELIER, ESQ. who are personally known to me, or who respectively produced Florida Drivers' Licenses No. ~~personally known, personally known~~, who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 20 of October, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICIAL

Pursuant to the provisions of F.S. 607.0501, 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 AFRO-CARIB RIDDIMS, INC.
2. The name of the registered agent is Carlos M. Lastra, Esquire.
3. The address of the registered agent/registered office is 2828 Coral Way, Suite 306, Miami, Florida 33145.

Signature:   
\_\_\_\_\_  
President, ROBERT N. PELIER, ESQ.

Date: October 20, 1997

Acceptance:

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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.

  
\_\_\_\_\_  
By: CARLOS M. LASTRA, ESQ.

Date: October 20, 1997