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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: CARIBBEAN ROYAL SERVICES, INC.

AUDIT NUMBER.....H97000020923

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF

CARIBBEAN ROYAL SERVICES, INC.

FILED
97 DEC 19 AM 11:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: CARIBBEAN ROYAL SERVICES, INC.

The principal place of business of this corporation shall be:

13880 SW 100 LANE, MIAMI, FL 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

500 SHARES AT \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT/ TOMAS E. BERRIDO
13880 SW 100 LANE
MIAMI, FL 33186

V. PRESIDENT/ JOSE LUIS ESPAILLAT
EL VERGEL 24B,
STO. DGO, DR.

PREPARED BY: TOMAS E. BERRIDO
13880 SW 100 LANE
MIAMI, FL 33186 (305) 380-9701

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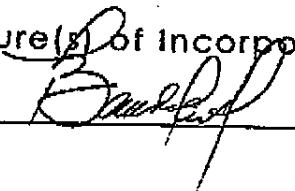
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

TOMAS E. BERRIDO
13880 SW 100 LANE
MIAMI, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19th day of DECEMBER 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

CARIBBEAN ROYAL SERVICES, INC.

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

TOMAS E. BERRIDO 13880 SW 100 LANE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33186

(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE DECEMBER 19, 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 ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE DECEMBER 19, 1997

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SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA