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TO: DIVISION OF CORPORATIONS

FAX #:

(850)922-4001

FROM: RASCO & REININGER

ACCT#:

104076000124

CONTACT: CARLOS A GATO

PHONE: (305)261-0500

FAX #:

(305)267-1787

NAME: CARIBBEAN UNITED TRANSFER COMPANIES, INC.

AUDIT NUMBER..... H98000000447

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE

CARIBBEAN UNITED TRANSFER COMPANIES, TANCAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be:

CARIBBEAN UNITED TRANSFER COMPANIES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is: Riverwalk Plaza, Suite 4000, 333 North New River Drive East, Fort Lauderdale, Florida 33301.

ARTICLE III

STOCK

This Corporation is authorized to issue 5,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is: Riverwalk Plaza, Suite 4000, 333 North New River Drive East, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation at that address is: MYRNA ANDRE HAFIZI

Audit No.: H98000000447 This instrument Prepared by: Michael C. Slotnick, Esq. Rasco, Reininger & Perez, P.A. 5200 Blue Lagoon Drive, Suite 700 Miami, Florida 33126 (305) 261-0500 Bar No. 074834

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is: Riverwalk Plaza, Suite 4000, 333 North New River Drive East, Fort Lauderdale, Florida 33301.

ARTICLE VI

PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Name	 Addre:

FRED E. LEVEILLE C/O LCN Management

Riverwalk Plaza, Suite 4000 333 North New River Drive East Fort Lauderdale, Florida 33301

MARGARETTE B. RELL C/o LCN Management
Riverwalk Plaza, Suite 4000

333 North New River Drive East Fort Lauderdale, Florida 33301

MYRNA ANDRE HAFIZI Riverwalk Plaza, Suite 4000
333 North New River Drive East
Fort Lauderdale, Florida 33301

Audit No.: H98000000447

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 08 day of January, 1998.

MYRNA ANDRE HAFIZI

STATE OF FLORIDA)

COUNTY OF DADE:)

The foregoing Articles of Incorporation were acknowledged before me this OB day of January, 1998 by MYRNA ANDRE.

At

Large

My commission expires:

.

Produced Identification

Personally Known

(type of identification)

Audit No.: 1198000000447

GEORGE A. LEMAIRE
GEOMMISSION & CC61 117/
EXPIRES JAN 01, 2001
SONDED THROUGH
ATLANTIC BONDING CO., INC.

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporation Code pertaining to the duties and responsibilities of a Registered Agent.

DATED this 08 day of January, 1998.

MYRNA ANGRE HAFIZI

98 JAN -8 PM 2: 30
SECRETARY OF STATE

Audit No.: H98000000447