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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CARIBBEAN LINES, INC.

AUDIT NUMBER.....H98000002711

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
CARIBBEAN LINES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is CARIBBEAN LINES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall commence is on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

Prepared by: VILA & PADRON, P.A.
Oscar J. Vila, III (Fla. Bar #899976)
338 Minorca Ave.
Coral Gables, FL 33134
(305) 461-4388

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2754 N.W. North River Drive, Miami, Florida 33142, and the name of the initial registered agent of this corporation at that address is Oscar Vila Masot.

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: 2754 N.W. North River Drive, Miami, Florida 33142.

ARTICLE VII

INCORPORATOR

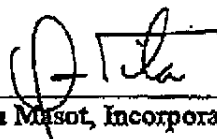
The name and address of the incorporator subscribing to these Articles of Incorporation is Oscar Vila Masot, 2754 N.W. North River Drive, Miami, Florida 33142.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1998.



Oscar Vila Masot, Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
CARIBBEAN LINES, INC.

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That CARIBBEAN LINES, INC., desiring to organize under the laws of the State of Florida, has named Oscar Vila Masot, 2754 N.W. North River Drive, Miami, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 6th day of February, 1998.

By: _____


Oscar Vila Masot

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