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(SAMPLE LETTER OF TRANSMITTAL)

DATE 2/20/98

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

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-02/26/98--01029--020
****122.50 ****122.50

Re: CARIBE INTERNATIONAL TRADING CORP., Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

ALFREDO CAMPA
(Individual's Name)

FILED
98 FEB 25 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARIBE INTERNATIONAL TRADING CORP.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

134 SALAMANCA AVENUE SUITE 3A

CORAL GABLES, FLORIDA 33134

PHONE

(305) 461-4004

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

CARIBE INTERNATIONAL TRADING CORPORATION

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CARIBE INTERNATIONAL TRADING CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
134 SALAMANCA AVENUE SUITE 3A		
CITY	CORAL GABLES, FLORIDA	ZIP 33134
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	ALFREDO CAMPA	
ADDRESS	134 SALAMANCA AVENUE SUITE 3A	
CITY	CORAL GABLES FLORIDA	ZIP 33134

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

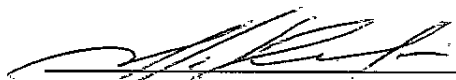
NAME	ALFREDO CAMPA		
ADDRESS	134 SALAMANCA AVENUE SUITE 3A		
CITY	CORAL GABLES	STATE	FLORIDA ZIP 33134
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ALFREDO CAMPA		
ADDRESS	134 SALAMANCA AVENUE SUITE 3A		
CITY	CORAL GABLES,	STATE	FLORIDA ZIP 33134
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 20th
day of FEBRUARY, 19 98.

 (Signature)

____ (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARIBE INTERNATIONAL TRADING CORPORATION
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

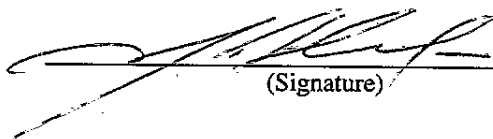
at 134 SALAMANCA AVENUE SUITE 3A

CORAL GABLES, FLORIDA 33134

has named ALFREDO CAMPA

located at the aforesaid address, as its registered agent to accept service of process within this state.

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. 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.


(Signature)

2-20-98
(Date)