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4/3/98.

A. P. Walter

Requestor's Name  
300 Aragon Ave. #370

Address  
Coral Gables, FL 331

City State ZIP Phone

442-1919

Charter Number Only

FILED  
98 APR -6 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VALIDATION ONLY

400002479444--4  
-04/06/98-01027-022  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Caribbean Trading Logistics, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

RECEIVED  
98 APR -6 AM 10:07  
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

FILED  
98 APR -6 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARIBBEAN TRADING LOGISTICS, INC.

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I

The name of the corporation is: CARIBBEAN TRADING LOGISTICS, INC.

ARTICLE II  
NATURE OF BUSINESS

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, other than shares which have no par value or nominal value are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this corporation is five hundred shares divided into shares at the par value of one (\$1.00) each. The amount of capital with which this corporation will begin

business is five hundred dollars (\$500.00). Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors but must be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V  
PRINCIPAL PLACE OF BUSINESS

The initial principal office of this Corporation is to be  
located at:     1112 WESTON ROAD  
                 SUITE 133  
                 WESTON, FLORIDA 33326

ARTICLE VI  
DIRECTORS

The number of directors of this corporation shall be one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII  
INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporators who, subject to the provision of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

PRESIDENT\SECRETARY:     CESAR DE WINDT  
                                 1112 WESTON ROAD  
                                 SUITE 133  
                                 WESTON, FLORIDA 33326

ARTICLE VIII  
AMENDMENTS

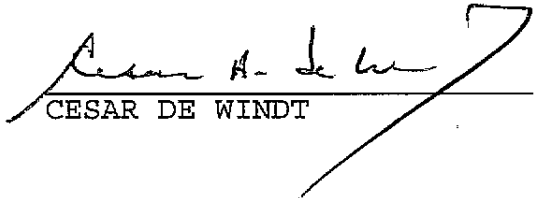
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IV  
RESIDENT AGENT

The Resident Agent upon whom service of process is made is:

A.P. WALTER, JR.  
300 ARAGON AVENUE, SUITE 370  
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 300 Aragon Avenue, Suite 370, Coral Gables, Florida 33134, for the use and purpose aforesaid.

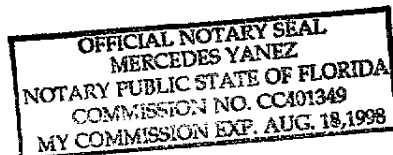
  
CESAR DE WINDT

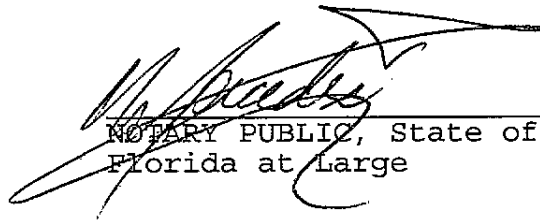
STATE OF FLORIDA)  
                                  ) ss.  
COUNTY OF DADE )

BE IT REMEMBERED that on the 3<sup>rd</sup> day of April 1998, personally

appeared before the undersigned, a notary public for the State of Florida, the aforesaid subscriber to the foregoing Articles of Incorporation, to me well known to be the individual described in and whom executed the foregoing Articles of Incorporation, and acknowledge the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth therein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.



  
NOTARY PUBLIC, State of  
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this \_\_\_\_ day of April, 1998.

My Commission Expires:

**CERTIFICATE OF DESIGNATION (OR CHANGING PLACE  
OF BUSINESS OR DOMICILE) FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

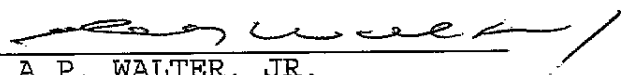
First that: CARIBBEAN TRADING LOGISTICS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Weston, County of Broward, State of Florida has named:

A.P. WALTER, JR.  
300 ARAGON AVENUE, SUITE 370  
CORAL GABLES, FLORIDA 33134

as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service off process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By:   
A.P. WALTER, JR.  
Resident Agent

DATED THIS 3<sup>rd</sup> day of April, 1998.

FILED  
98 APR -6 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA