



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 824282 82293A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 19, 1998

ORDER TIME : 1:18 PM

ORDER NO. : 824282-005

CUSTOMER NO: 82293A

CUSTOMER: Ms. Marlene Bagueiras
MARTINEZ-ESTEVE & LOPEZ-CASTRO

Suite 304
901 Ponce De Leon Boulevard
Coral Gables, FL 33134

8000002529618--9

DOMESTIC FILING

NAME: CARIBBEAN MERCHANT
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 MAY 19 PM 3:27

RECEIVED

g 5/20/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:28

P98000045229

**ARTICLES OF INCORPORATION
OF
CARIBBEAN MERCHANT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:28

The name of the Corporation is: CARIBBEAN MERCHANT CORPORATION

ARTICLE I

The maximum number of shares of capital stock that the Corporation is authorized to issue is ONE THOUSAND (1,000) shares, at \$1.00 par value each share.

ARTICLE II

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The name and street address of the Incorporator(s) signing these Articles of Incorporation is (are):

NAME

ADDRESS

RICHARD ARREGUI

4800 ORDUNA DRIVE
CORAL GABLES, FLORIDA 33146

ARTICLE IV

The principal office of the Corporation is: 4800 ORDUNA DRIVE, CORAL GABLES, FLORIDA 33146.

ARTICLE V

The street address of the initial registered agent of the Corporation is: 901 PONCE DE LEON BLVD, SUITE 304, CORAL GABLES, FLORIDA 33134 and the name of the initial registered agent of the Corporation is: AMADEO LOPEZ-CASTRO, III.

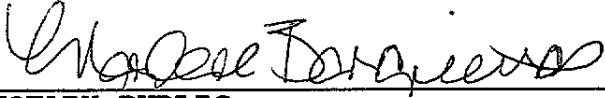
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 18 day of May, 1998.



RICHARD ARREGUI

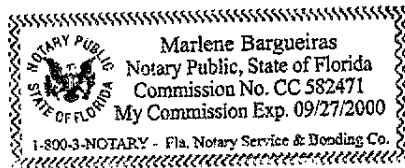
STATE OF FLORIDA)
) SS:
COUNTY OF DADE -)

The foregoing Articles of Incorporation was acknowledged before
me this 13 day of May, 1998 by RICHARD ARREGUI, who has produced
FL Driver's License as identification and who
did take an oath.



NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:29

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

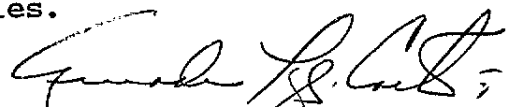
FIRST: That CARIBBEAN MERCHANT CORPORATION desiring to organize or qualify under the laws of the State of Florida, has named AMADEO LOPEZ-CASTRO, III, with its registered agent's office located 901 Ponce De Leon Blvd., Suite 304, Coral Gables, Florida 33134, County of Dade, State of Florida to accept service of process within the State of Florida.



RICHARD ARREGUI

May 18th, 1998

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned HEREBY AGREES to act in said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



AMADEO LOPEZ-CASTRO, III

May 18th, 1998