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James M. Kosmas, P.A.

Attorneys at Law

111 Live Oak Street
New Smyrna Beach, FL 32168
(904) 428-0055
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May 20, 1998

Mr. D. W. McKinnon, Director
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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-06/04/98--01009--001
***122.50 ***122.50

RE: CARIBBEAN HOLDINGS CORPORATION

Dear Mr. McKinnon:

Enclosed please find for filing the below listed documents for the referenced corporation, along with the following fees:

ARTICLES OF INCORPORATION (with copy)
RESIDENT AGENT/OFFICE (with copy)

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Resident Agent:	35.00

TOTAL:	\$ 122.50

If you have any questions, please feel free to contact me.

Yours very truly,

JAMES M. KOSMAS, P.A.

BY: James M. Kosmas

JMK/fez
enclosures

FILED
98 JUN 15 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1098-12900

mc 6/14/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

JAMES M. KOSMAS, P.A.
111 LIVE OAK STREET
NEW SMYRNA BEACH, FL 32168

SUBJECT: CARIBBEAN HOLDINGS CORPORATION
Ref. Number: W98000012900

We have received your document for CARIBBEAN HOLDINGS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 798A00031770

FILED

ARTICLES OF INCORPORATION
OF
KOSMAS CARIBBEAN HOLDINGS CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 AM 8:56

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME AND ADDRESS

The name and address of this corporation is KOSMAS CARIBBEAN HOLDINGS CORPORATION, 920 Third Avenue, New Smyrna Beach, Florida, 32169.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE 3 - PURPOSE

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

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE 5 - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 111 Live Oak Street, New Smyrna Beach, Florida, 32168, and the name of the initial registered agent of this corporation at that address is JAMES M. KOSMAS.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have three (03) Director(s) constituting the initial Board of Directors. The number of Directors may be either

increased or decreased from time to time as set forth in the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
STEVEN P. KOSMAS	920 Third Avenue, New Smyrna Beach, Florida 32169
ROBERT P. KOSMAS	920 Third Avenue, New Smyrna Beach, Florida 32169
ANDRIAN R. DACY	920 Third Avenue, New Smyrna Beach, Florida 32169

ARTICLE 8 - INCORPORATORS

The name and address of the person signing these Articles is:

NAME	ADDRESS
STEVEN P. KOSMAS	920 Third Avenue, New Smyrna Beach, Florida 32169

ARTICLE 9 - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent provided by law.

ARTICLE 10 - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1998.

BY: Steven P. Kosmas
STEVEN P. KOSMAS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 12th day of June, 1998, by STEVEN P. KOSMAS, who is personally known to me or who has produced a Florida Driver's license as identification.

Fredrick E. Zill
Signature

Notary Name:

Title/Rank: Notary Public, State of Florida

Serial #:



Fredrick E. Zill
MY COMMISSION # CC715853 EXPIRES
February 11, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

My commission expires:

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

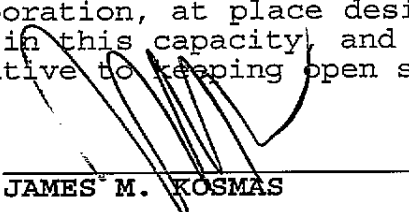
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - KOSMAS CARIBBEAN HOLDINGS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of New Smyrna Beach, County of Volusia, State of Florida, has named JAMES M. KOSMAS located at 111 Live Oak Street, New Smyrna Beach, Florida, 32168, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

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

BY:


JAMES M. KOSMAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA