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TRANSMITTAL LETTER

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

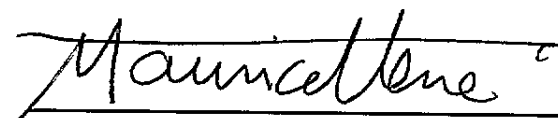
Subject: MIAMI CARIBE INVESTMENT INC - Miami Caribe Investments Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 which covers the costs for the Filing Fee, a Certified Copy and Certificate.

From: Maurice A. Ferre

(Day Telephone) 305-374-2710

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131.25 **87.50



Maurice A. Ferre, Director
MIAMI CARIBE INVESTMENT, INC

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99 MAR -1 AM 9:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
MIAMI CARIBE INVESTMENTS, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Florida Profit Corporation Act, Section 607.0202, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

MIAMI CARIBE INVESTMENTS, INC.

ARTICLE II

BUSINESS ADDRESS

The principal place of business of this corporation shall be:

**601 Brickell Key Drive, Suite 201
Miami, FL 33131**

ARTICLE III

SHARES

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office are:

Maurice A. Ferre
..... 601 Brickell Key Drive, Suite 201, Miami, FL 33131

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 address of the initial director of the corporation are as follows:

Maurice A. Ferre
..... 601 Brickell Key Drive, Suite 201, Miami, FL 33131

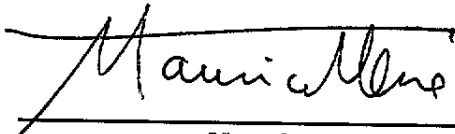
ARTICLE VI

INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation are:

Maurice A. Ferre
..... 601 Brickell Key Drive, Suite 201, Miami, FL 33131

Executed this 22nd day of February 1999, by the undersigned Incorporator.



Maurice A. Ferre

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

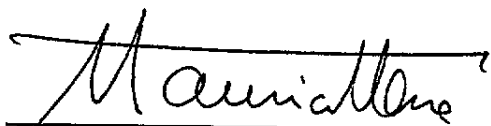
The name of the corporation is: **MIAMI CARIBE INVESTMENTS, INC.**

The name and address of the initial registered agent and registered office are:

Registered Agent **Maurice A. Ferre**

Registered Office
..... **601 Brickell Key Drive, Suite 201, Miami, FL 33131**

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 obligation of my positions as registered agent.



Maurice A. Ferre, Registered Agent

Dated: **February 22, 1999**

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