

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
CARIBBEAN ATLANTIC DISTRIBUTORS, INC.

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ARTICLES OF INCORPORATION

OF

CARIBBEAN ATLANTIC DISTRIBUTORS, INC.

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

ARTICLE ONE

The name of the Corporation is Caribbean Atlantic Distributors, Inc. (the "Corporation").

ARTICLE TWO

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE THREE

The Corporation shall engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of Common Stock, par value ten dollars (\$10) per share.

This instrument prepared by:
Martha Pozo-Diaz, P.A.
Martha Pozo-Diaz, Esq.
8000 West Flagler Street, Suite 203
Miami, Florida 33144

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ARTICLE FIVE

The street address of the initial Registered office of the corporation in the State of Florida is 7324 N.W. 46 Street, Miami, Florida 33134 and the name of the registered agent of this corporation at that address is Gonzalo Johnson. The principal office and/or mailing address will be the same as the registered office.

ARTICLE SIX

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street addresses of the initial director is:

Gonzalo Johnson
7324 N.W. 46 Street
Miami, Florida 33166

ARTICLE SEVEN

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

Gonzalo Johnson
7324 N.W. 46 Street
Miami, Florida 33166

ARTICLE EIGHT

The power to adopt, alter amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

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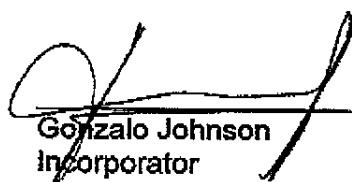
ARTICLE NINE

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE TEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

Dated: May 5, 1999


Gonzalo Johnson
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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/registered agent in the state of Florida.

- 1. The name of the corporation is: Caribbean Atlantic Distributors, Inc..
- 2. The name and address of the registered agent and office is

Gonzalo Johnson
7324 N.W. 46 Street
Miami, Florida 33166

Signature: _____

Title: Incorporator

Date: 5/5/99

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: _____

Date: 5/5/99

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