

Law Offices
Donald S. Reisman
Court Certified Civil & Family Mediator

P99000044 791

May 11, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Regency Square
2524-1 S.E. Federal Highway
Stuart, Florida 34994
Telephone (561) 220-0690
Fax (561) 220-0051

Re: Caribbean Enterprises, Inc.

100002873861--4
-05/13/99-01067-005
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed an Original and one copy of the Articles of Incorporation under the above referenced name together with Certificate Designating Resident Agent and Acceptance.

Also, enclosed is my check in the amount of \$78.75 to cover the cost of filing the enclosures and providing this office with a Certified copy of the Articles of Incorporation.

Thank you for your assistance.

Very truly yours,

Donald S. Reisman

Donald S. Reisman

DSR/fjk

cc: file

Donald
CORPORATION
DATE 5/12/99
DOC 5/12/99
Art. V - Deleted directors listed
and add name.
MAM

FILED
99 MAY 13 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARIBBEAN ENTERPRISES, INC.

FILED
99 MAY 13 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation shall be, CARIBBEAN ENTERPRISES, INC.

Its principal office shall be at 10812 South U.S. Highway One, Port St. Lucie, Florida 34952 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

The general nature of the business and the object and purpose for which the corporation is organized is to operate a Import/Export business and shall include the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The street address of the initial registered office of this corporation in the State of Florida shall be 2524-1 SE Federal Hwy., Stuart, Florida 34994. The initial registered agent at such address is Donald S. Reisman.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue shall be one hundred (100) shares, all of which shall be common shares with a par value of \$1.00. In the event that a shareholder desires to sell his shares, he must first offer them for sale to the remaining shareholders; it being the intention hereof to give the remaining shareholders a preference in the purchase of same and any sale of shares in violation of this provision is null and void. A shareholder desiring to sell his shares shall file notice in writing of his intention with the President or Secretary of the Corporation, stating the terms of the sale, and, unless such terms are accepted by any or all of the remaining shareholders within thirty (30) days thereafter, they shall be deemed to have

waived their preference of purchasing such shares and he shall be at liberty to sell to anyone else.

ARTICLE V


The business of this corporation shall be conducted by a Board of Directors, which shall consist of one (1) Director initially. The number of Directors may be increased from time to time in accordance with By-Laws adopted by the shareholders. The name and address of the initial Board of Directors is: Donald S. Reisman

ARTICLE VI

The name and address of the subscriber and incorporator is:

Donald S. Reisman, 2524-1 S.E. Federal Hwy., Stuart, Florida 34994

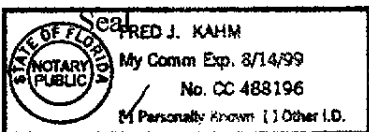
IN WITNESS WHEREOF, the undersigned has subscribed his name to these Articles of Incorporation under the laws of the State of Florida, this 10th day of May, 1999.

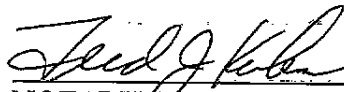

Donald S. Reisman

**STATE OF FLORIDA
COUNTY OF MARTIN**

BEFORE ME, the undersigned Notary Public, personally appeared DONALD S. REISMAN, well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he did subscribe to said Articles.

WITNESS MY HAND and official seal in the County and State named above, this 10 day of May, 1999.




NOTARY PUBLIC
Fred J. Kahm, Notary Public
State of Florida

CERTIFICATE DESIGNATING
RESIDENT AGENT &
ACCEPTANCE

The undersigned Incorporator of CARIBBEAN ENTERPRISES, INC. hereby designates DONALD S. REISMAN as his Resident Agent for the purpose of accepting service of process upon said Corporation at the street address of its initial Registered office in the State: 2524-1 S.E. Federal Hwy., Stuart, Florida 34994, pursuant to the provisions of Chapter 607 and Chapter 48, Florida Statutes.

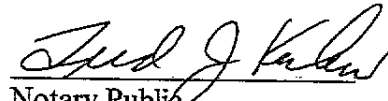

DONALD S. REISMAN

I, DONALD S. REISMAN, hereby accept the foregoing appointment as Resident Agent for CARIBBEAN ENTERPRISES, INC. and agree to act in this capacity in compliance with the provisions of Section 48.091, Florida Statutes.


DONALD S. REISMAN

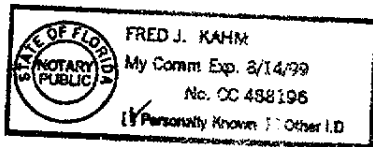
STATE OF FLORIDA
COUNTY OF MARTIN

SWORN TO AND SUBSCRIBED before me this 14th day of May, 1999.


Notary Public

Fred J. Kahm

My Commission expires:



FILED
99 MAY 13 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA