

P99000074787

KEVIN MACCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

214 EAST 52nd STREET
NEW YORK, N.Y. 10022-6207

PHONE: (212) 752-6700

FAX: (212) 319-7584

E-MAIL: kmc@spacelab.net

By Federal Express

August 13, 1999

Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32399

URGENT

Re: Certified Copy of Articles of Incorporation for
CARIBBEAN SPICES INT'L, INC.

500002961035--4
-08/16/99--01113--009
*****78.75 *****78.75

Dear Sir or Madam:

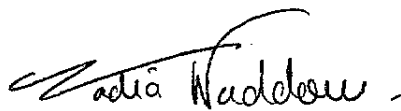
We are forwarding to you herewith the following documents relating to the incorporation of CARIBBEAN SPICES INT'L, INC. with Florida Department of State:

1. A duly executed Articles of Incorporation; and
2. A check in the amount of seventy eight and 75/100 dollars (\$78.75) made payable to Florida Department of State.

Once the requisite documentation has been filed, please forward to this office a certified copy of the Articles of Incorporation for CARIBBEAN SPICES INT'L, INC., by Federal Express. We are enclosing a prepared Federal Express.

Should you have any questions regarding the above please do not hesitate to contact us. Thank you for your prompt attention to this matter.

Very truly yours,


Nadia Kaddour

Encls.

FILED
99 AUG 16 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
9.23.99
3

**ARTICLES OF INCORPORATION
OF
CARIBBEAN SPICES INT'L, INC.**

FILED
99 AUG 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to form a business corporation under the laws of the state of Florida, as contained in the "Florida General Corporation Act" as amended, hereby certifies as follows:

1. The name of the corporation is CARIBBEAN SPICES INT'L, INC.
2. The principal place of business of the corporation is 6503 Banner Lake Circle 14106, Orlando FL 32821. The mailing address of the corporation is c/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street, 3rd Floor, New York, NY 10022.
3. The duration of the corporation shall be perpetual.
4. The general purpose for which the corporation is initially organized is as follows:

To engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
5. The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) shares, all of which are without par value.
6. The address of the initial registered office of the corporation is 9200 Southdadeland Boulevard, Suite 508, Miami, FL 33156. The registered agent at that address is United Corporate Services, Inc.
7. The name and address of the Incorporator is:

Name

Nadia Kaddour

Address

c/o Kevin MacCarthy Associates, P.C.
214 East 52nd Street, 3rd Floor
New York, New York 10022

IN WITNESS WHEREOF, the undersigned has this 11th day of August 1999, made and subscribed these Articles of Incorporation for the uses and purpose aforesaid.

Radia Huddon

Signature of Incorporator

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.

ACCEPTED BY REGISTERED AGENT

Date 8/12/99

By: Michael A. Barr
Michael A. Barr, President
Signature of Registered Agent

FILED
99 AUG 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA