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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

caribbean enterprises, inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 1999

EMPIRE

SUBJECT: CARIBBEAN ENTERPRISES, INC.
REF: W99000019357

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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.

THE CONFLICT IS CARIBBEAN ENTERPRISES, INC. DOC #P99000044791.

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Becky McKnight
Document SpecialistFAX Aud. #: H99000020925
Letter Number: 599A00042043

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ARTICLES OF INCORPORATION
OF
LAGO CARIBE ENTERPRISES, INC.

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation, a corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

LAGO CARIBE ENTERPRISES, INC.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation.

ARTICLE IV

The aggregated number of shares which this corporation shall have authority to issue is the total of 300 shares, having an individual par value of \$100.00 each, and shall be only Common class of stock on this corporation.

PREPARED BY:

CARLOS GRANIZO
ACCOUNTANT
10920 W. FLAGLER ST. #204
MIAMI, FLORIDA 33174

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ARTICLE V

The name and address of the initial registered agent, registered office, and principal office of this incorporation shall be:

FABIO HENAO TORRES
21313 SONESTA WAY
BOCA RATON, FL. 33433

ARTICLE VI

The initial Board of Directors shall consist of four persons and the names of these persons who are to serve as initial directors shall be:

FABIO HENAO TORRES	PRESIDENT
ROSA LINA MOLERO HENAO	SECRETARY/TREASURER
ROBERTO FABIO HENAO MOLERO	VICE PRESIDENT/DIRECTOR
ALEJANDRO JOSE HENAO MOLERO	VICE PRESIDENT/DIRECTOR

ARTICLE VII

The name and address of the incorporators executing these Articles of Incorporation are:

FABIO HENAO TORRES
21313 SONESTA WAY
BOCA RATON, FL. 33433

ROSA LINA MOLERO HENAO
21313 SONESTA WAY
BOCA RATON, FL. 33433

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th, day of August 1999.


FABIO HENAO TORRES


ROSA LINA MOLERO HENAO

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In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That

LAGO CARIBE ENTERPRISES, INC.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named

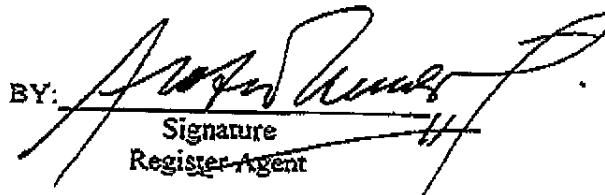
FABIO HENAO TORRES
21313 SONESTA WAY
BOCA RATON, FL. 33433
(Street address and number of building,
Post Office Box address not acceptable)

City of MIAMI, County of DADE, State of Florida, 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 provision of said Act relative to keeping open said office.

BY:


Signature
Register Agent

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STATE OF FLORIDA)

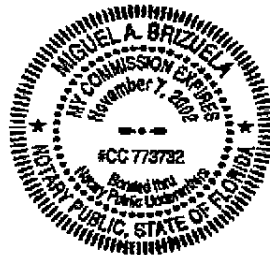
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared FABIO HENAO TORRES, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 13th, day of August 1999.

Miguel A. Brizuela
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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