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Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY

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FLORIDA PROFIT CORPORATION OR P.A.

blue caribe line ltd., inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 24, 1999

EMPIRE

SUBJECT: BLUE CARIBE LINE LTD., INC.
REF: W99000022156

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
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ARTICLES OF INCORPORATION
OF
BLUE CARIBE LINE LIMITED, INC.

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

BLUE CARIBE LINE LIMITED, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

Prepared by: Corey E. Hoffman
Florida Bar No. 229776
3250 Mary Street
Suite 400
Coconut Grove, FL 33133
(305)442-4333

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FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be: 3250 Mary St., #400, Miami, FL 33133.

SEVENTH: The number of directors constituting the initial board of directors is One (1).

EIGHTH: The name and post office address of the President, Secretary and Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

PRESIDENT, SECRETARY, DIRECTOR, TREASURER:
Gabriel Provoste
6465 SW 104 Street
Miami, FL 33156

NINTH: The name and post office address of the incorporator is:

Gabriel Provoste
6465 SW 104 Street
Miami, FL 33133

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

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IN WITNESS HEREOF, the party has hereunto set his hand and seal on this 24 day of ~~June~~ ^{September}, 1999.

Gabriel Provoste
GABRIEL PROVOSTE - INCORPORATOR

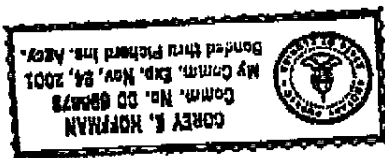
(SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida, County of Miami-Dade, to take acknowledgments, personally appeared GABRIEL PROVOSTE, who after being placed under oath and acknowledged the foregoing instrument,

WITNESS my hand and official seal in the State of Florida, County of Miami-Dade, this 24 day of ~~June~~ ^{September}, 1999.

My Commission Expires:



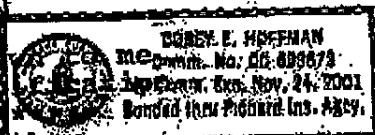
Corey E. Hoffman
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

Personally known to me

Produced identification

Did take an oath

Did not take an oath



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted, in compliance with said Act:

First-That BLUE CARIBE LINE LIMITED, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation of Miami-Dade County, State of Florida has named COREY E. HOFFMAN, 3250 Mary St., Miami, FL 33133 as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the 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:

Corey E. Hoffman
COREY E. HOFFMAN, REGISTERED AGENT

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