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Don Dale White
Thanks,
Union
1/19/05

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PROJECT CAINE, INC.

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D. WHITE JAN 20 2005

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 13, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: PROJECT CAINE, INC.
REF: W05000001885

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.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with PROJECT CAINE, LLC, L04000056407.

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Dale White
Document Specialist
New Filings SectionFAX Aud. #: H05000008281
Letter Number: 705A00002488



ATTORNEYS AT LAW

Miguel M. de la O
A. Jacqueline del Cristo-Minges
Charles Duke Ferguson
Daniel L. Leyton
David Everett Marko
David A. Ostrow

OF COUNSEL

Neal R. Sonnett

January 19, 2005

BY FACSIMILE

Dale White
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **Project Caine, Inc**
Ref: **W05000001855**

Dear Ms. White:

As per our conversation of last week, this letter serves to confirm that Project Caine, LLC and Project Caine, Inc. are owned and controlled by the same person. At this time, we are in the process of updating the directors/members information as well as the mailing address for Project Caine, LLC. We are hereby requesting that Project Caine, Inc. be incorporated.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

DE LA O & MARKO


Ligia Munguia
Legal Assistant
ligia@delao-marko.com

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ARTICLES OF INCORPORATION

2005 JAN 19 A 8:22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROJECT CAINE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

Project Caine, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation shall be: 730 N. Victoria Park Road, Fort Lauderdale, Florida 33304, and the mailing address shall be: c/o de la O & Marko, P.A., 3001 S.W. Third Avenue, Miami, Florida 33129.

ARTICLE IV

The maximum number of shares the Corporation is authorized to issue is 1000 (One Thousand), all of which shall be shares of common stock.

ARTICLE V

The name and address of the Corporation's initial Director and Officer is:

Name
Robert Caine
730 N. Victoria Park Road
Fort Lauderdale, Florida 33129

Office
Director, President and
Secretary

ARTICLE VI

The initial street address of the Corporation's Registered Agent is 3001 S.W. Third Avenue, Miami, FL 33129. The initial Registered Agent for the Corporation at that address is Jacqueline del Cristo Minges, Esq.

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Articles of Incorporation - Project Caine, Inc.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is Jacqueline del Cristo Mingos, Esq., de la O & Marko, P.A., 3001 S.W. Third Avenue, Miami, Florida 33129.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

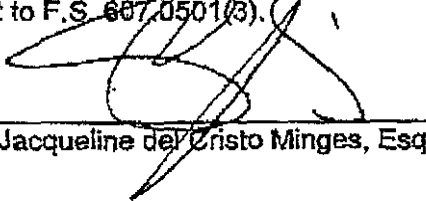
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11th day of January, 2005.



Jacqueline del Cristo Mingos, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Project Caine, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Jacqueline del Cristo Mingos, Esq.

Date: January 11, 2005