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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

CUBA-CLUB, INC.

Certificate of Status	0
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B. McKnight JUL 12 2000

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**ARTICLES OF INCORPORATION
OF
CUBA-CLUB, INC.**

The undersigned, being a natural person competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes, and acknowledges before a Notary Public, and files with the Secretary of State, Articles of Incorporation, as follows:

ARTICLE I-NAME

The name of the corporation shall be: CUBA-CLUB, INC.

ARTICLE II-NATURE OF BUSINESS

1. The general nature of the business, and the objects and purposes to be transacted and carried on, or to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz: To engage in any and all types of business of whatsoever kind or nature which are legal and proper pursuant to the laws of this State and the United States of America; to do all things as are necessary to the accomplishment of the purposes set forth herein.

2. To buy, sell, deal in, lease, hold, or improve real estate and the fixtures and personal property incidental thereto or connected therewith; and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the corporation; and to sell, lease, mortgage, pledge, or otherwise dispose of lands, tenements, and hereditaments, or other property of the corporation; to make, enter into, perform, and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements

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of all kinds with builders, property owners, and others.

3. To borrow money and contract debts for the transaction of its business and for the exercise of its corporate rights, privileges, franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired by any other lawful objects.

4. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this State or any other State or Government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

5. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

6. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, and assets of any individual, and to pay for same in cash with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or part of the business so acquired, provided that such

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business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

7. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

8. Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent, or broker, conferred by the laws of Florida upon corporations formed under those laws, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III-CAPTIAL STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, having a nominal or par value of one dollar (\$1.00) per share, all of one class.

ARTICLE IV-INITIAL CAPITAL

The corporation will begin business with no less than the sum of nine-hundred (\$900.00) dollars.

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ARTICLE V-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI-ADDRESS

The street address of the corporation shall be: 150 West Flagler Street, Suite 1565,
Miami, FL 33130.

ARTICLE VII-DIRECTORS

The number of Directors shall be at least two (2). The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than two (2).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his/her having heretofore or hereafter being a Director or Officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability, provided that no persons shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance in his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she lawfully may be entitled, nor shall anything herein contained restrict

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the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and act of this corporation shall in any way be effected or invalidated by the fact that any of the Directors or Officers of the corporation are pecuniarily, or otherwise interested in, or are Directors or Officers of, such other corporation; any Director or Officer individually, or any firm of which any Director or Officer may be a member, may be a party to, or may be pecuniary, or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed, or shall have been known, to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director or Officer of the corporation, who is also a Director or Officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and by vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not such Director or Officer of such other corporation or not so interested.

**ARTICLE VIII-INITIAL DIRECTORS, OFFICERS, REGISTERED
AGENT, AND REGISTERED ADDRESS OF THE CORPORATION**

The name and street addresses of the first Board of Directors is:

Martin A. Feigenbaum 150 West Flagler Street, Suite 1565, Miami, FL 33130

Candida E. Feigenbaum 150 West Flagler Street, Suite 1565, Miami, FL 33130

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The Registered Agent and Registered Address of the corporation shall be:

Martin A. Feigenbaum, Esq., 150 West Flagler Street, Suite 1565, Miami, FL 33130

ARTICLE IX-SUBSCRIBERS

The name and street addresses of the Subscribers to these Articles of Incorporation, and the number of shares and amount taken were as follows:

Martin A. Feigenbaum, 150 West Flagler Street, Suite 1565, Miami, FL 33130;
amount invested-\$250.00; number of shares taken-250.

Candida E. Feigenbaum, 150 West Flagler Street, Suite 1565, Miami, FL 33130;
amount invested-\$250.00; number of shares taken-250.

ARTICLE X-REGULATION OF BUSINESS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, and limiting and regulating the powers of the corporation, its Stockholders and Directors, are hereby adopted as part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the corporation shall be open to the inspection of the Stockholders, and no Stockholder shall have any right to inspect any account or document of the corporation except as conferred by statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

2. The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

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3. Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statute), outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

4. The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject of this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida, this 11th day of July, 2000.

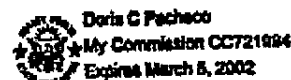
Martin A. Feigenbaum
MARTIN A. FEIGENBAUM, Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Martin A. Feigenbaum, who executed these Articles of Incorporation for CUBA-CLUB, INC. After first being duly sworn, he states upon his oath that he has made and has subscribed to the same for the purposes and uses mentioned therein and further states he is authorized by law to do so. Martin A. Feigenbaum is personally known to me to be the person signing above.

SWORN TO AND SUBSCRIBED before me by Martin A. Feigenbaum at Miami, Miami-Dade County, Florida, this 11th day of July, 2000.

[Signature]
NOTARY PUBLIC, State of Florida

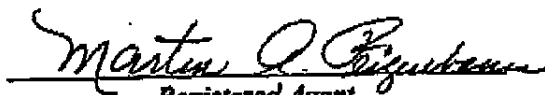


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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.


Registered Agent

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