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

From:
     Account Name       : FAS-T CORP. AGENTS, INC.
     Account Number     : 071001002335
     Phone              : (305)599-0839
     Fax Number         : (305)716-0346
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FLORIDA PROFIT CORPORATION OR P.A.

HAVANA HARRY'S II, INC.

Certificate of Status	0
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N. Culligan MAY 2 2000

ARTICLES OF INCORPORATION

OF

HAVANA HARRY'S II INC.

4612 LE JEUNE RD
CORAL GABLES, FL 33143

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General corporation act, hereby adopts(s) the following articles of incorporation.

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ARTICLE I NAME

The name of this corporation shall be:

HAVANA HARRY'S II, INC.

The principal place of business of this corporation shall be:

4612 LE JEUNE RD
CORAL GABLES, FL 33143

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK.

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any on the time is: 1000 Shares at FIVE Dollars with a total of FIVE THOUSAND Dollars.

ARTICLE IV TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS.

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporations existence or until their successor(s) is(are) elected, is(are):

President:
NIEVES FEAL
4612 LE JEUNE RD
CORAL GABLES, FL 33143

Prepared by:
MARTA BU.
3899 NW 7TH STREET, SUITE 202
MIAMI, FL 33126

ARTICLE VI INCORPORATION(S).

The name(s) and street address(es) of the incorporator(s) to this article of incorporation is(are)

President:
NIEVES FEAL
4612 LE JEUNE RD
CORAL GABLES, FL 33143

In witness whereof, the undersigned incorporator(s) has(have) executed these article of incorporation this 1st day of MAY, 2000.

Signature(s) of incorporator(s)

NIEVES FEAL

STATE OF FLORIDA.

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 1st day of MAY, 2000. by NIEVES FEAL of HAVANA HARRY'S II

NOTARY PUBLIC
MARTA BU

My commission Expires

OFFICIAL NOTARY SEAL
MARTA BU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC760046
MY COMMISSION EXP. AUG. 10,2002

(seal)
ARTICLES OF INCORPORATION FILING FEE:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement, in designating the registered office/ registered agent, in the State of Florida.

1.The name of the corporation is:.HAVANA HARRY'S II INC.

2. The name and address of the registered agent and office is:

NIEVES FEAL

4612 LE JEUNE RD
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33155
(CITY/STATE/ZIP)

SIGNATURE:

TILES President

DATE : MAY 1st, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY AGREE TO ACT IN THIS CAPACITY, ND I FURTHER AGREE TO COMPLY WHIT THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE MAY 1st 2000

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TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE