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Division of Corporations

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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 : KATZ, BARRON, SQUITERO & FAUST, P.A.
Account Number : 072627002473
Phone : (305) 856-2444
Fax Number : (305) 285-9227

FLORIDA PROFIT CORPORATION OR P.A.

HAVANA REPUBLIC LVDP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
HAVANA REPUBLIC LVDP, INC.**

ARTICLE I - NAME

The name of this corporation is: HAVANA REPUBLIC LVDP, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

1360 Weston Road
Weston, FL 33326

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ARTICLE III - BEGINNING OF CORPORATION EXISTENCE

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

Fax Audit No.: H00000050090 0
This instrument prepared by:
CHARLES D. BRECKER, ESQ.
Florida Bar No.: 362034
Katz, Barron, Squitiero & Faust
2699 S. Bayshore Dr., 7th Floor
Miami, FL 33133
(305)856-2444

Fax Audit No.: H00000050090 0

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

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Corpco, Inc.

Street Address of Registered Office

2699 Biscayne Boulevard, 7th Fl.
Miami, FL 33133-5408

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Directors of this corporation shall be STEPHEN SCHATZMAN, whose address is 1360 Weston Road, Weston, Florida 33326, and ALEX GIMELSTEIN, whose address is 1360 Weston Road, Weston, Florida 33326, both of whom shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Charles D. Brecker
100 Northeast Third Avenue, Ste. 280
Ft. Lauderdale, FL 33301

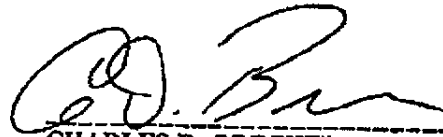
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ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of September, 2000.



CHARLES D. BRECKER
Incorporator

Fax Audit No.: H00000050090 0

ACCEPTANCE OF REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, CORPCO, INC., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

CORPCO, INC., a Florida corporation

By: Marc L. Faust
Marc L. Faust, Vice President
Registered Agent

Date: Sept. 21, 2000

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