

Division of Corporations

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

From: Account Name : ANA DALMAU ARES, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

GRAND COLOMBIA ENTERTAINMENT GROUP, INC.

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ARTICLES OF INCORPORATION
OF
GRAND COLOMBIA ENTERTAINMENT GROUP, INC.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

GRAND COLOMBIA ENTERTAINMENT GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ANA DALMAU ARES
3636 SW 87TH AVE.
MIAMI, FL. 33165

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

GRAND COLOMBIA ENTERTAINMENT GROUP, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

**WILLIAM BOLIVAR
5240 EAST COLONIAL DRIVE
ORLANDO, FL. 32807**

The principal office shall be:

**227 CORAL WOOD COURT
KISSIMEE, FL. 34743**

ARTICLE VI

Shares of this Corporation shall be equally divided as follows:

**DISTRI-BARRA, INC. - 20% SHAREHOLDER - 10 SHARES
201 ALHAMBRA CIRCLE
SUITE 711
CORAL GABLES, FL. 33134**

**MOON RED, L.L.C. - 20% SHAREHOLDER - 10 SHARES
1440 J.F.KENNEDY CAUSEWAY
SUITE 207
NORTH BAY VILLAGE, FL. 33141**

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WILLIAM BOLIVAR - 20% SHAREHOLDER - 10 SHARES
5240 EAST COLONIAL DRIVE
ORLANDO, FL. 32807

ALBERTO ROMERO - 20% SHAREHOLDER - 10 SHARES
3919 OSPREY COURT
WESTON, FL. 33331

SERGIO ACEVEDO - 20% SHAREHOLDER - 10 SHARES
4435 STONE RIDGE WAY
WESTON, FL. 33331

The initial Board of Directors shall be composed by (3) three persons, whose names and addresses are:

WILLIAM BOLIVAR - PRESIDENT
5240 EAST COLONIAL DRIVE
ORLANDO, FL. 32807

ALBERTO ROMERO - VICEPRESIDENT
3919 OSPREY COURT
WESTON, FL. 33331

GUSTAVO SANTANDER - SECRETARY
1440 J F KENNEDY CAUSEWAY
NORTH BAY VILLAGE, FL. 33141

The name and address of the incorporator executing these Articles of Incorporation is:

WILLIAM BOLIVAR
5240 EAST COLONIAL DRIVE
ORLANDO, FL. 32807

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2ND day of January, 2001.


WILLIAM BOLIVAR
PRESIDENT
1.22.01.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

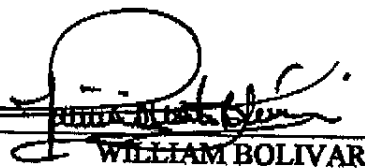
GRAND COLOMBIA ENTERTAINMENT GROUP, INC.

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

**WILLIAM BOLIVAR
5240 EAST COLONIAL DRIVE
ORLANDO, FL. 32807**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE.


WILLIAM BOLIVAR

DATE: 1.22.01

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