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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.

g.v.p., inc.

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**ARTICLES OF INCORPORATION FOR  
G.V.P., INC., a Florida corporation**

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be: G.V.P., Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

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**ARTICLE III: PURPOSE**

The purpose of this corporation shall be:

Primarily for the provision of entertainment services but for any other legal purpose as well.

**ARTICLE IV: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF  
\$1.00 EACH

THIS INSTRUMENT PREPARED BY:  
JOSE L. BALOYRA, ESQ.  
1101 BRICKELL AVENUE  
SOUTH TOWER, SUITE 702  
MIAMI, FLORIDA 33131  
Florida Bar # 84603

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**ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Jose L. Baloyra, Esq.  
GARCIA & BALOYRA  
1101 Brickell Avenue,  
South Tower, Suite 702  
Miami, Florida 33131

**ARTICLE VI: BOARD OF DIRECTORS**

The name and address of the initial board of directors shall be:

Carlos Ponce  
c/o Alexander Sueiro  
Perez-Abreu, Aguerreberre, & Sueiro, L.L.C.  
220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

**ARTICLE VII: OFFICERS**

The name, title and address of the officers of this corporation shall be:

**PRESIDENT**

Carlos Ponce  
c/o Alexander Sueiro  
Perez-Abreu, Aguerreberre, & Sueiro, LLC.  
220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

**VICE PRESIDENT**

Carlos Ponce  
c/o Alexander Sueiro  
Perez-Abreu, Aguerreberre, & Sueiro, LLC.  
220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

THIS INSTRUMENT PREPARED BY:  
JOSE L. BALOYRA, ESQ.  
1101 BRICKELL AVENUE  
SOUTH TOWER, SUITE 702  
MIAMI, FLORIDA 33131  
Florida Bar # 84603

**SECRETARY**

Carlos Ponce  
c/o Alexander Sueiro  
Perez-Abreu, Aguerreberre, & Sueiro, LLC.  
220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

**TREASURER**

Carlos Ponce  
c/o Alexander Sueiro  
Perez-Abreu, Aguerreberre, & Sueiro, LLC.  
220 Miracle Mile, Suite 203  
Coral Gables, Florida 33134

**ARTICLE VIII: INCORPORATORS**

The name and address of the incorporator to these Article of Incorporation is:

Jose L. Baloyra, Esq.  
GARCIA & BALOYRA  
1101 Brickell Avenue,  
South Tower, Suite 702  
Miami, Florida 33131

The undersigned has/have executed these Articles of Incorporation this 16 day of Feb., 2001.

  
\_\_\_\_\_  
Jose L. Baloyra as INCORPORATOR

THIS INSTRUMENT PREPARED BY:  
JOSE L. BALOYRA, ESQ.  
1101 BRICKELL AVENUE  
SOUTH TOWER, SUITE 702  
MIAMI, FLORIDA 33131  
Florida Bar # 84603

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**CERTIFICATE OF DESIGNATION OF 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.

  
\_\_\_\_\_  
Jose L. Baloyra REGISTERED AGENT

THIS INSTRUMENT PREPARED BY:  
JOSE L. BALOYRA, ESQ.  
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