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**Florida Department of State**  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

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.**

**EL PALACIO NIGHTCLUB INCORPORATED**

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

ARTICLES OF INCORPORATION

of

EL PALACIO NIGHTCLUB INCORPORATED  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

EL PALACIO NIGHTCLUB INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of operating as a nightclub.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	JUAN VERAS
ADDRESS	1661 S. CONGRESS AVENUE
CITY	WEST PALM BEACH, FLORIDA 33406

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The principal office, if known, or the mailing address of the corporation is:

NAME EL PALACIO NIGHTCLUB INCORPORATED  
 ADDRESS 1661 S. CONGRESS AVENUE  
 CITY WEST PALM BEACH, FLORIDA 33406

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two ( 2 ) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME JUAN VERAS  
 ADDRESS 6358 WESTOVER ROAD  
 CITY WEST PALM BEACH, FLORIDA 33417

NAME GUILLERMO CORTES  
 ADDRESS 1621 BLUE CLOVER ROAD  
 CITY WEST PALM BEACH, FLORIDA 33415

NAME \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 CITY \_\_\_\_\_ FLORIDA ZIP \_\_\_\_\_

NAME \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 CITY \_\_\_\_\_ FLORIDA ZIP \_\_\_\_\_

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporates signing these Articles of Incorporation are as follows:

NAME JUAN VERAS  
 ADDRESS 6358 WESTOVER ROAD  
 CITY WEST PALM BEACH, FLORIDA 33417

NAME GUILLERMO CORTES  
 ADDRESS 1621 BLUE CLOVER ROAD  
 CITY WEST PALM BEACH, FLORIDA 33415

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NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
CITY \_\_\_\_\_ FLORIDA ZIP \_\_\_\_\_

NAME \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
CITY \_\_\_\_\_ FLORIDA ZIP \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned and subscriber(s)  
have executed these Articles of Incorporation this 3<sup>RD</sup>  
DAY OF AUGUST of 2001.

 \_\_\_\_\_ (Seal)

 \_\_\_\_\_ (Seal)

\_\_\_\_\_ (Seal)

\_\_\_\_\_ (Seal)

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CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

EL PALACIO NIGHTCLUB INCORPORATED  
(Name Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

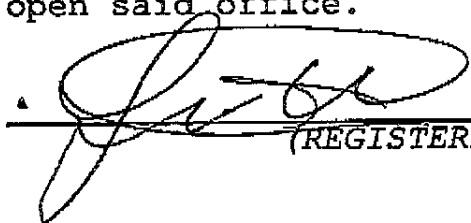
At: EL PALACIO NIGHTCLUB INCORPORATED  
1661 S. CONGRESS AVENUE  
WEST PALM BEACH, FLORIDA 33406

Has named JUAN VERAS

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(REGISTERED AGENT)

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