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A & T ACCOUNTING AND TAX SERVICE, INC.  
7098 BONITA DRIVE  
MIAMI BEACH, FLORIDA 33141  
(305) 868-5365

October 12, 2001

Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200004641472-6  
-10/18/01-01038-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

In Re: Incorporation of Oye Miami, Inc.

Dear Gentlemen:


Please file the aforesaid corporation and return said  
filed Articles and resident Agent Form to:

A & T Accounting and Tax Service, Inc.  
7098 Bonita Drive  
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate  
check for the filing fees together with the Articles of  
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do  
not hesitate to call us at (305) 868-5365 or write to us at  
the above styled address.

Sincerely yours,

  
Maria L. Haslam  
A & T Accounting and Tax  
Service, Inc.

at/IT

cc: Archived

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01 OCT 18 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS  
10/19/01

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OYE MIAMI, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

OYE MIAMI, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;
- 2.) To engage in the business of wholesale and retail sales of any nature and kind, including but not limited to commodities, durable goods and and products of any kind;
- 3.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 4.) To engage in the entertainment industry and all its related fields of activity. The right and authorization to engage in this industry shall be the broadest allowed by law. The company may engage in production, filming, theater, recording, shows, concerts and any and all entertainment aspects of the inndustry; including but not limited to music, scree, theater and other mediums of entertainment;
- 5.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

- 6.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 7.) Furthermore, the corporation may take lease, Purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 8.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;
- 9.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;
- 10.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR  
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten Thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Anthony L. Trullenque, Esq.  
800 71st Street  
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters shall be located at:

7098 Bonita Drive  
Miami Beach, Florida 33141

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The name and address of the initial director of the corporation is:

Jose Valentin Alvarez Mesa  
3375 N. Country Club Drive # 703  
Aventura, Florida 33180

Ancor Alvarez Francisco  
3375 N. Country Club Drive, # 703  
Aventura, Florida 33180

ARTICLE SEVEN  
INCORPORATOR

The initial incorporator is as follows:

Jose Valentin Alvarez Mesa  
3375 N. Country Club Drive # 703  
Aventura, Florida 33180


ARTICLE EIGHT  
BY LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 12th day of October, two thousand and one (2001).

  
\_\_\_\_\_  
Jose Valentin Alvarez  
Incorporator

STATE OF FLORIDA            )  
                                  )  
                                  )  
COUNTY OF Miami DADE      )    S.S.  
                                  )  
                                  )

BEFORE ME, a Notary Public authorized to take  
  
acknowledgments in the State of Florida, County of Miami  
Dade, and City of Miami Beach, personally appeared :

JOSE VALENTIN ALVAREZ MESA

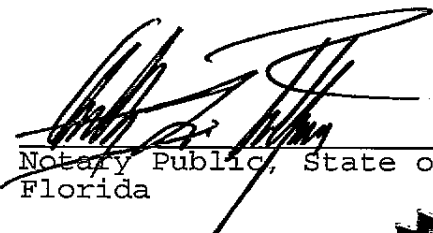
and known to me and known by me to be the person who  
executed the foregoing Articles of Incorporation.

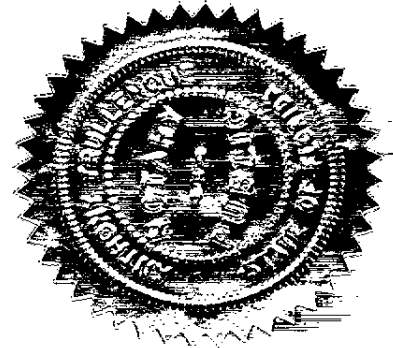
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 12<sup>th</sup> day of October, two thousand and one (2001).

My commission expires:



Anthony L. Trullenque  
Commission # CC 973237  
Expires Nov. 21, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public, State of  
Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

FIRST--That OYE MIAMI, INC., a Florida corporation that  
is qualified to do business under the laws of the State of  
Florida with its principal office at 7098 Bonita Drive,  
Miami Beach, Florida 33141, County of Miami Dade,  
State of Florida, and has appointed Anthony L.

Trullenque, Esq., whose principal address is 800 71st Street  
Miami Beach, Florida 33141, County of Miami Dade, State  
Florida, as its agent to accept Service of Process within  
this State.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ACKNOWLEDGMENT

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY:

  
Anthony L. Trullenque, Esq.  
REGISTERED AGENT