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ATTORNEY AT LAW  
1224 Washington Avenue  
Miami Beach, Florida 33139  
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PO200011842

September 30, 2002

Secretary of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization for Florida Corporation

000008155630--0  
-10/02/02--01047--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

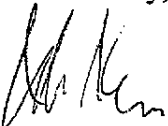
To Whom It May Concern:

Enclosed find the Articles of Incorporation for **Havana Republic of Florida, Inc.** Also, please find our check in the amount of \$87.50 to cover the fees.

Please return certified copies to us in the enclosed envelope for our files, including a certificate of status.

If you have any questions please contact me at (305) 866-3360.

Yours truly,



Joseph I. Emas

Enclosure (2)

FILED  
02 OCT 15 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

10/17  
8017  
2002-28922



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 7, 2002

JOSEPH I. EMAS  
1224 WASHINGTON AVENUE  
MIAMI BEACH, FL 33139

SUBJECT: HAVANA REPUBLIC OF FLORIDA, INC.  
Ref. Number: W02000028922

We have received your document for HAVANA REPUBLIC OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Shannon Elliott  
Document Specialist  
New Filing Section

Letter Number: 102A00056114

ARTICLES OF INCORPORATION  
OF  
HAVANA REPUBLIC HOLDING COMPANY

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TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is HAVANA REPUBLIC HOLDING COMPANY.

ARTICLE TWO

The address of the corporation's principal place of business and mailing address in the State of Florida is 300 S.W. 1<sup>st</sup> Avenue, Suite 108, Fort Lauderdale, Florida 33301.

ARTICLE THREE

The name and address of its registered agent is Joseph I. Emas, Esq, 1244 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE FOUR

The name and address of its incorporator is Joseph I. Emas, Esq, 1244 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE FIVE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE SIX

The number of directors which shall constitute the Board of Directors of the corporation shall be neither less than one (1) nor more than seven (7) as determined in accordance with the bylaws of the corporation. The initial member of the Board of Directors shall be Steven Schatzman, 300 S.W. 1<sup>st</sup> Avenue, Suite 108, Fort Lauderdale, Florida 33301.

## ARTICLE SEVEN

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The total number of shares of capital stock which the corporation has authority to issue is 1,000 shares of common stock, par value \$0.01.

## ARTICLE EIGHT

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The corporation is to have perpetual existence.

## ARTICLE NINE

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In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the corporation.

## ARTICLE TEN

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Meetings of stockholders may be held within or without the State of Florida, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

## ARTICLE ELEVEN

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To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation will not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Eleven will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE TWELVE

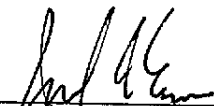
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The corporation expressly elects not to be governed by Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

## ARTICLE THIRTEEN

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The corporation reserves the right to amend, alter, change or repeal any provision contained in this articles of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

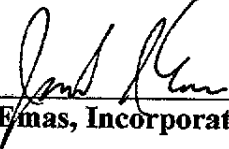
  
\_\_\_\_\_  
Joseph M. Emas, Incorporator

**HAVANA REPUBLIC HOLDING COMPANY**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

  
\_\_\_\_\_  
Joseph L. Emas, Registered Agent

Date: September 30, 2002

  
\_\_\_\_\_  
Joseph L. Emas, Incorporator

Date: September 30, 2002

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