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**LAZARUS CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CLUB COHIBA MIAMI, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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FBI - MIAMI

ARTICLES OF INCORPORATION  
OF  
CLUB COHIBA MIAMI, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREIN ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE  
NAME

THE NAME OF THE CORPORATION IS:  
CLUB COHIBA MIAMI, INC.

ARTICLE TWO  
PRINCIPAL ADDRESS

THE PRINCIPAL ADDRESS OF THE CORPORATION IS: 1501 AVENUE, MIAMI,  
FLORIDA 33140

ARTICLE THREE  
DURATION

THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL

ARTICLE FOUR  
CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS ONE THOUSAND (1000), WHICH SHALL BE COMMON SHARES, WITH A PAR VALUE OF ONE (1) DOLLAR PER SHARE.

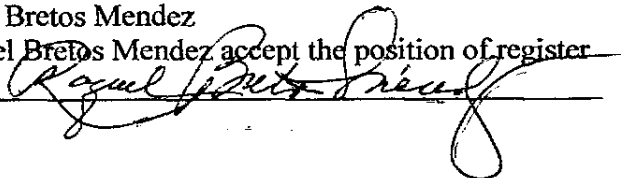
ARTICLE FIVE  
REGISTER OFFICE

THE ADDRESS OF THE REGISTER OFFICE IS: 2441 NW 93<sup>rd</sup>. AVE. # 102, MIAMI,  
FLORIDA 33172

ARTICLE SIX  
NAME OF REGISTER AGENT

Raquel Bretos Mendez

I Raquel Bretos Mendez accept the position of register  
agent



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MIAMI, FLORIDA

ARTICLE SEVEN  
PRE-EMPTIVE RIGHTS

THE SHARE HOLDERS SHALL HAVE ALL PRE-EMPTIVE RIGHTS.

ARTICLE EIGHT  
DIRECTORS

8.1 THE BOARD OF DIRECTORS SHALL CONSIST OF AT LEAST ONE (1) MEMBER.

8.2 THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THE FIRST BOARD OF DIRECTORS SHALL BE AS FOLLOWS;

NAME	ADDRESS
EMILIO MANUEL GOSENDE GONZALEZ	8647 NW 3 <sup>rd</sup> . STREET, MIAMI, FL. 33126

ARTICLE NINE  
OFFICER OF THE CORPORATION

NAME	POSITION
EMILIO MANUEL GOSENDE GONZALES	PRESIDENT

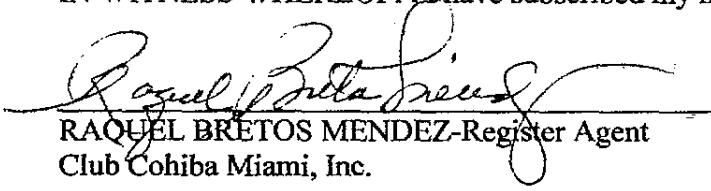
ARTICLE TEN  
DISBURSTMENT OF SHARES & OWNERSHIP

NAME OF SHARE HOLDER	PERCENTAGE OF OWNERSHIP
EMILIO MANUEL GOSENDE GONZALEZ	100%

*Article Eleven  
Incorporator*

*Raquel Bretos Mender  
2441 N.W. 93 Ave. #102  
Miami, Florida 33172  
Raquel Bretos Mender*

IN WITNESS WHEREOFF, I have subscribed my name this 29<sup>th</sup> day of March 2004.

  
RAQUEL BRETOS MENDEZ-Register Agent  
Club Cohiba Miami, Inc.

STATE of FLORIDA  
As  
COUNTY OF DADE

On this day \_\_\_\_\_, of \_\_\_\_\_ of 2004, before me, an officer duly authorized in the state of Florida and county aforesaid to take acknowledgement, personally appeared Raquel Bretos Mendez known to me to be the person whose name is subscribed to the within instrument, identifying herself by drivers license and acknowledged that she executed the name for the purpose therein expressed.

IN WITNESS WHEREOFF; I hereunto set my hand and official seal at Miami, Dade County, Florida, U.S.A.

( ) Personally Known

( ) Produced Identification

Type of I.D. produced; Florida Drivers License Number \_\_\_\_\_

\_\_\_\_\_  
Public Notary Signature

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04 MAR 27 PM 5:00  
CLERK OF DISTRICT COURT  
DADE COUNTY, FLORIDA