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FLORIDA PROFIT CORPORATION OR P.A.

vybz cafe lounge, inc.

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**ARTICLES OF INCORPORATION OF
VYBZ CAFÉ LOUNGE, INC.**

The undersigned incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

VYBZ CAFÉ LOUNGE, INC. (hereafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 1361 Coral Way, Miami, Florida 33145. The name of the initial registered agent of the corporation and address shall be :

Mr. Antonio Flecha
1361 Coral Way
Miami, Florida 33145

**ARTICLE III
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

- a. This corporation is organized for the purpose of transacting any and all

Prepared by:
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business activities permitted by the laws of the State of Florida, including but not limited to commercial activities in connection to a restaurant/café/ lounge. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others with the same terms and conditions.

ARTICLE VIII DIRECTORS

The corporation is to be managed by a board of director(s). The Corporation shall have two directors initially and can be increased in the future to a maximum of four directors. The initial directors of the Corporation shall hold office until his/her successor(s) are elected and qualified as provided in the Bylaws, or until their earlier resignation or removal from office. The name of the initial directors are:

| <u>Name</u> | <u>Address</u> |
|--|--|
| Antonio Flecha - President and Treasurer | 1361 Coral Way Miami, Florida 33145 |
| Aymee Santana - Vice-President and Secretary | 1361 Coral Way Miami, Florida 33145 |

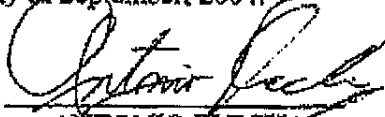
The term of Office of each director shall be for one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholders.

ARTICLE VIII
BYLAWS

The initial directors shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami-Dade, Florida this 20 day of September, 2004.


ANTONIO FLECHA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared ANTONIO FLECHA who is personally known to me or who has produced Florida Drivers License as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 20th day of September, 2004.



ANA L. CASTILLO
MY COMMISSION # DD 818803
EXPIRES: June 15, 2008
Dental Trust Budget Healthy Smiles


NOTARY PUBLIC

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 20th day of September, 2004.

Antonio Flecha
ANTONIO FLECHA
Registered Agent

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared ANTONIO FLECHA, who is personally known to me or who has produced Florida Drivers License, as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 20th day of September, 2004.



ANA L. CASTRO
MY COMMISSION # DD 316598
EXPIRES: June 15, 2008
Bonded Thru Buzack Notary Services

[Signature]
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