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DIVISION OF CORPORATIONS

FAX

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**FLORIDA PROFIT CORPORATION OR P.A.**

JAZZ CAFE, INC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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**ARTICLES OF INCORPORATION**

**JAZZ CAFE , INC**

**THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.**

**ARTICLE I NAME**

**THE NAME OF THE CORPORATION SHALL BE:  
JAZZ CAFE , INC**

**THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:**

**7200 NW 7TH ST 3RD FLOOR , MIAMI, FLORIDA, 33126**

**ARTICLE II NATURE OF BUSINESS**

**THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE ,COUNTY, TERRITORY OR NATION.**

**ARTICLE III CAPITAL STOCK**

**THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME ONE TIME IS : 100 SHARES**

**ARTICLE IV TERM OF EXISTENCE**

**THIS CORPORATION IS TO EXIST PERPETUALLY.**

**ARTICLE V OFFICERS DIRECTORS**

**THE NAME(S) AND STREET ADDRESS(ES) OF THE INITIAL OFFICER (S) AND DIRECTORS(S) , IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS ( ARE ) ELECTED, IS ( ARE ):**

**ORLANDO A. MENA 7200 NW 7TH ST 3RD FLOOR,MIAMI, FLA, 33126**

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ARTICLE VI INCORPORATOR(S)  
THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)  
TO THIS ARTICLES OF INCORPORATION IS (ARE):

ORLANDO A. MENA 7200 NW 7TH ST 3RD FLOOR, MIAMI, FLA, 33126

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S)  
HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION  
THIS 23RD DAY OF FEBRUARY 2005.-

SIGNATURE(S) OF INCORPORATOR(S)

  
\_\_\_\_\_  
ORLANDO A. MENA - PRESIDENT

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE  
PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1.- THE NAME OF THE CORPORATION:  
JAZZ CAFE , INC

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND  
OFFICE IS:

ORLANDO A. MENA, 7200 NW 7TH ST 3RD. FLOOR, HIALEAH, FLA, 33126

SIGNATURE

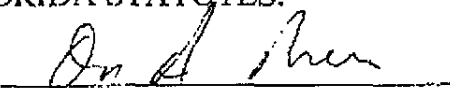


TITLE: PRESIDENT

DATE: FEBRUARY 23RD , 2005

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE  
ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND  
OBLIGATION OF THE SECTION 607.325 , FLORIDA STATUTES.

SIGNATURE



DATE: FEBRUARY 23RD , 2005.-.

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