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FROM : DAVID C. HASTINGS, CPA, PA
Division of Corporations

FAX NO. : 7322053

Jun 24 2005 04:20 PM '05

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From: Account Name : DAVID C. HASTINGS, CPA, PA
Account Number : I20000000168
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FLORIDA PROFIT CORPORATION OR P.A.

HABANA CAFE USA, INC

Certificate of Status	0
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FROM : DAVID C HASTINGS, CPA, PA
850-205-0381

FAX NO. : 7273220520
6/27/2005 10:09 PAGE 001/001

Jun. 27 2005 10:30AM P1/2
Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 27, 2005

DAVID C HASTINGS CPA PA

SUBJECT: HABANA CAFE USA, INC.
REF: W05000031159

Attached

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

FAX Aud. #: H05000155946
Letter Number: 505A00043349

H050001559463
ARTICLES OF INCORPORATION
OF
HABANA CAFÉ USA, INC

FILED
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DIVISION OF CORPORATIONS
05 JUN 24 11:01 AM

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
06-20-05

Article I

The name of this corporation shall be HABANA CAFÉ USA, INC. The effective date of incorporation shall be June 20, 2005.

Article II

The general nature of business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows:

- (a) To operate various business ventures within the State of Florida.
- (b) To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto.
- (c) To borrow money and contract debts necessary for the transaction of it's corporate Rights.
- (d) To apply and qualify to carry on the general nature of business or businesses as Authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.
- (e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Article of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges, which are granted to corporations, incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation. Whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof.

Article III

The capital stock of the corporation shall consist of 100,000,000 shares of \$.001 par value common shares. Stock may be issued for cash, services, property at just value to be fixed from time to time by the Board of Directors of the corporation at any regular or special meeting.

Article IV

This corporation shall have perpetual existence.

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Article V

The principal offices of the corporation shall be located at 2207 54th St S, Gulfport, Fl. 33707 and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined by the Board of Directors.

Article VI - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested shall be either void or voidable because such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction of because his/her or their votes are counted for such purpose, if

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; and
- (b) The fact of such relationship or interest is disclose or known to the shareholders entitled to vote or written consent; and
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Article VII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the voting common stock of the corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the par value of, the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; and

The affirmative vote of fifty-one (51%) of the voting common stock of the corporation represented at a meeting at which a quorum is present, shall be required to approve a merger, consolidation or other combination of the corporation with or onto ant other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

Article VIII

This corporation shall have two (2) directors initially. The name and address of the initial directors are as follows:

Josefa Gonzalez Hastings
2207 54TH St S
Gulfport, Fl 33707

David C Hastings
2207 54th St S
Gulfport, Fl 33707

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Article IX

The name and address of the initial registered agent is:

David C. Hastings
2207 54th St S
Gulfport, FL 33707

And the officers of said corporation who shall hold office until their successors are elected shall be as follows:

Josefa Gonzalez Hastings - President
David C Hastings - Secretary & Treasurer

Article X


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

Article XI

The name and address of the incorporator to this Article of Incorporation is:

David C. Hastings
2207 54th St S
Gulfport, FL 33707

The undersigned has executed these articles of Incorporation the 24th day of June, 2005.



David C. Hastings, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. Submits the following statement in designating the registered office/agent, in the State of Florida.

- 1. The name of the corporations is: **HABANA CAFÉ USA, INC.**
- 2. The name and address of the registered agent and office is:

David C. Hastings
2207 54th St S
Gulfport, FL 33707

Having been named as the registered agent to accept service of process for the above state corporation at the place designated in their certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Signature


Date

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