

DEPARTMENT OF STATE

101 MONTEZUMA ST., TALLAHASSEE, FL 32301

TELEPHONE 813-488-1410

FAX 813-488-1410

TELETYPE 813-488-1410

December 16, 1994

Secretary of State
Division of Incorporation
P.O. Box 3600
Tallahassee, FL 32304

P9500002116

Re: Incorporation of OUTS ENTERTAINMENT, INC.

Bent Lemons:

Enclosed herewith are two documents comprising the Articles of Incorporation of OUTS ENTERTAINMENT, INC. for your review.

We have enclosed our copy to the extent of the cost of mailing plus the filing fees.

The above captioned Articles of Incorporation were filed with an effective date of January 1, 1995.

Please return the certified copy of the Articles to the office at your earliest convenience.

Sincerely,

Joe San Pedro
Joe San Pedro
for the firm

EFFECTIVE DATE
1-1-95

Joe San Pedro

95 JAN 16 AM 8 36
SECRETARY OF STATE
TALLAHASSEE, FL 32304

FILED

T. BROWN JAN 10 1995



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1994

JOE SAN PEDRO
J.S.P. ASSOCIATES, INC.
7801 S.W. 24TH STREET, SUITE 107
MIAMI, FL 33155

SUBJECT: ALCA INTERNATIONAL
Ref. Number: W94000027585

We have received your document for ALCA INTERNATIONAL and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 294A00054877

ARTICLES OF INCORPORATION

EFFECTIVE DATE

1-1-95

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part IV, "Closed Corporation", Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation General Law, Chapter 601, of the Florida Statutes as currently and as shall hereafter be in force and in effect, to the extent that the aforementioned provisions of Part IV "Closed Corporation" Chapter 607, of the Florida Statutes, are not applicable thereto and in conflict therewith.

ARTICLE I NAME

The name of the corporation is:

ALLA INTERNATIONAL, INC.

SEARCHED
INDEXED
FILED
JAN 6 1995

ARTICLE II NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock the Corporation is authorize to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of One Dollars and 00 Cents (\$1.00).

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation shall commence is no less than Five Hundred Dollars and 00 Cents (\$500.00)

ARTICLE V TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI ADDRESS

The initial street address of the principal office of the Corporation in the State of Florida is 104-1 S.W. 88 St., #D-110 MIAMI FL 33176 The Corporation may move its principal office to places within and without the State of Florida.

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statutes, shall be taken by a majority vote of the Board of Directors.

The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of capital stock or it is the record owner.

ARTICLE VIII SUBSCRIBER

The name, street address, and number of shares subscribed by the initial subscriber to these Articles of Incorporation are:

MANUEL T. LABRERA
10431 S.W. 88 ST #D-110
MIAMI
FL FL 33176

1000 shares of stock

The initial subscriber certifies that no consideration was paid for the stock for which the corporation will do business as set forth in Article IX hereof.

ARTICLE IX EXISTENCE

The Corporation shall exist on the 01 June 1925, such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

ARTICLE X AMENDMENTS

The Corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

ARTICLE XI BY-LAWS AND STOCKHOLDERS AGREEMENTS

The Stockholders shall have the power to make, amend or repeal by-laws or stockholders agreement in place of by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporations they are now or hereafter in force and effect.

IN WITNESS HEREOF, I, the undersigned, the original subscriber to the stock certificate hereinabove described for the purpose of creating a corporation,

business both within and without the State of Florida, do
make and file these Articles of Incorporation, hereby
declaring and certifying that the facts herein contained are
true, and so agree to receive the number of shares herein
set forth, and hereunto set hand and seal this 16 DEC 1994.

Manuel J. Cabrera
MANUEL J. CABRERA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business, or address, for the service of process within this state, name of corporation, whom process may be served and names and addresses of its officers and directors.

The following is submitted, in compliance with Chapter 48,091 of the Florida Statutes:

ALGA INTERNATIONAL, INC.

A corporation organized to do business under the laws of the State of Florida with its principal office at 10431 S.W.
88 ST. #D-110, in the city of Miami, county of Miami, state of FL, has named MANUEL I. CABRERA, of 10431 S.W. 88 ST.
#D-110 MIAMI, city of FL, county of Miami, as its agent to accept service of process within this state.

OFFICERS

MANUEL I. CABRERA
10431 S.W. 88 ST #D-110
MIAMI
FL 33176

President Secretary Treasurer

CARLOS F ALEGRIA
10431 S.W. 88 ST #D-110
MIAMI
FL 33176

Vice-President

DIRECTORS

MANUEL I. CABRERA

CARLOS F ALEGRIA

Manuel I. Cabrera
By Corporate Officer

FILED
95 JAN 10 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I agree as resident agent to accept service of Process to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service at place in office as required by Law.

Filing fees Seventy dollar and no cents *70.00* *Ex. 5 C*

Manuel J. Cabrera
MANUEL J. CABRERA
Resident Agent

STATE OF FLORIDA
Sgt
COUNTY OF Dade

BEFORE ME, the undersigned authority, personally appeared MANUEL J. CABRERA to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.

Joe San Pedro
NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

