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June 13, 1994

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE Havana Memories, Inc.
(a proposed corporation)

Dear Sir/Madam;

Enclosed is an original and one (1) copy of the Articles of Incorporation, Registered Agent and a check for One hundred twenty two and 50/100 dollars (\$122.50) for the filing fees and a certified copy of the articles. Thank you for your cooperation.

Sincerely,
Law Offices of Mitchell A. Feldman, P.A.


Mitchell A. Feldman, Esq.

MAF/bw
enc.

FILED
95 JUN 16 PM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: *MA*
6-21-95

**ARTICLES OF INCORPORATION
OF
HAVANA MEMORIES, INC.**

FILED
95 JUN 16 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation is:

HAVANA MEMORIES, INC.

ARTICLE II.

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III.

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

The corporation is authorized to issue Three Hundred Thousand (300,000) shares of \$.01 par value stock which shall be designated as Common Stock.

The corporation will issue initial shares to the following:

Robert Silverstein - 100,000 shares of Common Stock

Gloria Silverstein - 100,000 shares of Common Stock

ARTICLE V.

The corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Robert Silverstein

INITIAL REGISTERED OFFICE: 6351 Thomas Street
Hollywood, FL 33024

ARTICLE VI.

The corporations principle office and mailing address is:

PRINCIPLE OFFICE: 6351 Thomas Street
Hollywood, FL 33024

MAILING ADDRESS: 6351 Thomas Street
Hollywood, FL 33024

ARTICLE VII.

The number of Directors constituting the initial Board of Directors of the corporation is Two. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are:

NAME: Robert Silverstein
ADDRESS: 6351 Thomas Street
Hollywood, Florida 33024

NAME: Gloria Silverstein
ADDRESS: 6351 Thomas Street
Hollywood, Florida 33024

ARTICLE VIII.

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Robert Silverstein
ADDRESS: 6351 Thomas Street
Hollywood, FL 33024

ARTICLE IX.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE X.

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE XI.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII.

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of JUNE 1995.

Robert Silverstein
INCORPORATOR

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 14th day of June, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared ROBERT SILVERSTEIN, who is personally known to me or has shown 5416-760-26-335 as I.D., whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledge that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires: Katia Semanate
Notary Public, State of Florida
Name of Notary _____
Commission No. _____



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 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/registered agent, in the State of Florida.

1. The name of the corporation is: Havana Memories, Inc.
2. The name and address of the registered agent and office is:

Robert Silverstein
6351 Thomas Street
Hollywood, Florida 33024

FILED
 95 JUN 16 AM 9:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

JUNE 14 Date: 1995

Registered Agent

STATE OF FLORIDA)

) ss: *Robert Silverstein*

COUNTY OF DADE)

On this the 14th day of June, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared ROBERT SILVERSTEIN, who is personally known to me or has shown 5416-760-26-385 as I.D., whose name is subscribed to the within instrument, and he acknowledge that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

Katia Semanate
Notary Public, State of Florida
Name of Notary _____
Commission No. _____



KATIA SEMANATE
My Commission CC311441
Expires Aug. 29, 1997
Bonded by HAI
800-422-1555