FLORIDA DIVISION OF CORPONATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING GOVER WHEET 2:50 PM 1/16/90 (((H960 WRPO BNS ŤÓ: D ER 81 305) 841-3694 FAX: (305) 841-3694 FAX: (305) 841-3770 904) FAX: FLORIDA PROFIT CORPORATION OR PIA DOCUMENT TYPE: (((H90000000768))) NAME: LA GUACARA BUPER CLUB, INC. CURRENT STATUS: REQUESTED FAX AUDIT NUMBER: H96000000768 TIME REQUESTED: 14:50:17
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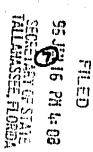
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# ARTICLES OF INCORPORATION

<u>of</u>

# LA GUACARA SUPER CLUB. INC.



We, the undersigned, horeby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

## ARTICLE I

The name of the corporation shall be: LA GUACARA SUPER CLUB, INC.

#### ARTICLE II

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

#### ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value. Prepared By:

Carlos C. Lopez-Aguiar, Esquire Cantelop Building 2300 Coral Way FBN 206393 Suite 100 Mismi, Florida 33145 (305) 545.7668

1

All stock is to be issued as fully paid and exempt from assessment.

#### ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

## ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS (\$500.00) AND NO HUNDRETES.

## ARTICLE VI

The existence of the corporation is perpetual.

#### ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 2240 M. W. 36th Street, Mismi, Florida 33142. The Board of Directors may from time to time move the principal office to any other address in the State of

Flurida. The Registered address of the corporation is 2240 N. W. 36th Street, Missi, Florida 33142.

## ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

## ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

NAME

TITLE

ADDRESS

Luis S. De La Cruz

President-Director Secretary 14225 N. W.1st Ave Miami, FL 33168

#### ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME

ADDRESH

MUMBER OF SHARES

Luis S. Do La Cruz

14225 N. W. 1st Ave. Miami, FL 33160 100

#### ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITHERS WEEKEOP, we have hereunto set our hands and seals, this day of January, 1996.

TOTA S. DE LA CRUE

(SEAL)

4

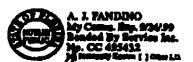
COUNTY OF DADE

I MEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared Luis S. De La Cruz, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. Identifications

WITHESS my hand and official seal at City of Miami, County of Dade, State of Florida, this A day of January, 1996.

HOTALY PUREEC, STATE OF

My Commission Expires:



#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DONICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE MANING REGISTRIED AGENT UPON WHOM PROCESS HAY BE SENVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of who State of Florida, with its principal office as Ludicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named FLORIDA ANNUAL REPORT SERVICES, a Fictitious name located at 2300 Coral Way, Second Floor, Miami, Florida 33145, as its agent to accept service of process within this State.

# ACKNOWLEDGMENT BY DESIGNATED AGENT

stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

AMADA CANTERA ASSEE, FLORID
TRESIDENTSEE, FLORID

FLORIDA AMNUAL REPORT SERVICES, INC.

6