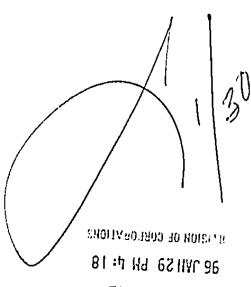
- 1/29/96 FLORIDA DIVISION OF CORPORATIONS 2:54 PM PUBLIC ACCESS SYSTEM (((H960Q ECTRONIC FILING COM TO: FAX: PHONE: (305) 641-3694 FAX: (308) 841-3770 (((1,6000001384))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: OLUB V.I.P.'8, INC. FAX AUDIT NUMBER: H96000001384 CURRENT STATUS: REQUESTED DATE REQUESTED: 01/29/1996 TIME REQUESTED: 14:64:36 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Rtemember to type the Fax Audit number on the top rand bottom of all pages of the document. (((H96000001384))) ** ENTER 'M' FOR MENU.a ** ENTER SELECTION AND (CR Help F1 Option Monu F2 NUM Connect: 00:05:4

> 95 JAN 29 PH 7: 32 SECRETARY OF STATE TALLAHASSEE, FLORIDA



BECEINED

ARTICLES OF INCORPORATION

QĽ

CLUB V.LP.'S. INC.

96 JEN 29 PH 75

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is CLUB V.I.P.'S, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 790 N.W. 170th TERR., MIAMI, Florida 33169.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

Stanley B. Lewia Tonla For Change 6255 NW 7th Avenue Miami, I'lorida 33150 Fl. BAR # 0797022

ARTICLE V. AUTHORIZED SHARES

The Corporation is authorized to issue ITVB Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, acrylees performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have precuptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rate share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 16801 N.E. 14th AVE., MIAMI BEACH, Florida 33162, and the registered agent at that office is SARAH CATTON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) directors constituting the initial Board of Directors.

The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

SAKARA CHIN 790 N.W. 170th TERR. MIAMI, FLORIDA 33169 SARAH CATTON 16801 N.E. 14th AVE., MIAMI BEACH, FLORIDA 33162

2

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

SARAII CATTON 16801 N.E. 14th AVB., MIAMI BEACII, FLORIDA 33162

STATE OF FLORIDA)
COUNTY OF DADE)

NOTARY PUBLIC:

SIGN:

PRINT: <u>(*AU)A</u> ()/XO4 STATE OF FLORIDA AT LARGI

3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That CLUB V.I.P.'S, INC., desiring to organize under the laws of the State of Plorida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of Dade, State of Florida, has named SARAH CATTON located at 16801 N.R. 14th AVE., in the City of MIAMI BEACH, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process specific 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.

BY: VOCAL (A

DATE: 1/29/96

4