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JACQUELINE R. HERNANDEZ - VALDES, P.A.  
ATTORNEYS AT LAW  
1101 BRICKELL AVENUE, SUITE 650  
MIAMI, FLORIDA 33141

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 FEB - 1 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0078P, 00 705, 00 671  
W96-1975



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 25, 1996

AFICIONADO CONSULTING AND MANAGEMENT, INC.  
1401 BRICKELL AVE., STE. 650  
MIAMI, FL 33131

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

Your document is being returned as requested.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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 (004) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 896A00003375

JACQUELINE R. HERNANDEZ-VALDES, P.A.

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MIAMI, FLORIDA 33131

JACQUELINE R. HERNANDEZ-VALDES

Of Counsel

CLOZATO R. DORTA, P.A.

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

TELEPHONE (305) 577-4950

FACSIMILE (305) 577-4950

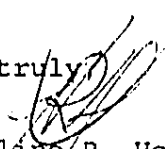
Re: Replacement of Articles of Incorporation

Dear Sirs:

Thank you for tracking down the articles of Incorporation of Aficiando Consulting & Marketing, Inc. As I explained to the Department, my client decided to change the corporation's name the day I forwarded the Articles to your office. Accordingly, please find enclosed the new articles with the new name:

THE GRAND HAVANA, INC.

Yours truly,

  
Jacqueline R. Hernandez-Valdes  
(305) 577-4950

**ARTICLES OF INCORPORATION OF  
THE GRAND HAVANA, INC.**

**FILED**

**96 FEB -1 PM 2:32**

**SECRETARY OF STATE  
HAWAII**

The undersigned, acting as incorporator of THE GRAND HAVANA, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is "THE GRAND HAVANA, INC." with principal place of business at 1717 North Bayshore Drive, Miami FLorida 33132

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 5,000 shares of common stock having a one dollar (\$1.00) par value.

**PREPARED BY:**

**Jacqueline R. Hernandez-Valdes, P.A.  
1401 Brickell Avenue, Suite 650  
Miami, FL 33131  
FLA. BAR NO. 0650269**

The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

#### **ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES**

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial agent is Jacqueline R. Hernandez-Valdes, P.A. and the street address of the corporation's initial registered office where agent is to be found is 1401 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have 3 directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Jorge Suarez Menedez	1300 Coral Way, Suite 201, Miami, FL., 33145
Gonzalo R. Dorta	1401 Brickell Avenue, Suite 650, Miami, FL., 33131
Gino Falsetto	1717 North Bayshore Drive, Miami, FL., 33132

#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: Jacqueline R. Hernandez with street address as follows: 1401 Brickell Avenue, Suite 650, Miami, Florida 33131.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE XII - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the

issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 29 day of January, 1996.

STATE OF FLORIDA:  
:  
COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Jacqueline R. Hernandez of 1401 Brickell Avenue, Suite 650, Miami, Florida 33131, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 29 day of January, 1996, he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 29 day of January, 1996.

my commission expires:



  
Notary Public  
State of Florida at Large


**ACKNOWLEDGEMENT AND STATEMENT OF  
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That **"THE GRAND HAVANA, INC."** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named Jacqueline R. Hernandez-Valdes, P.A., 1401 Brickell Avenue, Suite 650, Miami, Florida 33131 State of Florida, as agent to accept service of process within the state.

Having been named to accept service of process for **"THE GRAND HAVANA, INC."** at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Jacqueline R. Hernandez-Valdes, P.A.

BY:   
Registered Agent

STATE OF FLORIDA:  
: S.S.  
COUNTY OF DADE :

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 29 day of January, 1996.

  
Notary Public,  
State of Florida at Large

My commission expires:  KAREN E. RAMSEY  
My Commission CC422008  
Expires Nov. 20, 1998  
Bonded by HAI  
800-422-1555