

P-96000012499

ATTORNEY AT LAW

2050 CORAL WAY
SUITE 303
MIAMI, FL 33145

TELEPHONE:
(305) 854-0502

January 31, 1996

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

RE.: SFL ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed herewith find for filing original and one copy of the above named corporation, and my check in the amount of \$122.50 to cover filing fees.

Please, once accepted and filed, send this office the copy with the filing information.

Thank you for your attention to this matter.

Very truly yours,


Pedro P. Llaguno

PPL:yr

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FILED
96 FEB -5 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CERTIFICATE OF INCORPORATION
OF
SFL ENTERPRISES, INC.

FILED
96 FEB -5 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE ONE: NAME

The name of this business corporation shall be:

SFL ENTERPRISES, INC.

ARTICLE TWO: NATURE OF BUSINESS

The general nature of business or businesses to be transacted is: RETAIL SALES OF LIQUORS.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instruments to secure the payments of corporate property indebtedness as required.

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

ARTICLE THREE: TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE

ARTICLE FOUR: CAPITAL STOCK

A. Designation: The stock of this corporation shall be known as common stock.

B. Authorized: The maximum number of shares of common stock that this corporation may issue is: ONE HUNDRED (100) SHARES

C. Par Value: Each share of common stock shall have a par value of: ONE HUNDRED (\$100.00) DOLLARS.

D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE: MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than: TEN THOUSAND and 00/100 (US\$10,000.00) DOLLARS

ARTICLE SIX: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 829 N.E 73rd. St., Miami, FL 33138

ARTICLE SEVEN: NUMBER OF DIRECTORS

This corporation shall have three Directors initially, although the number of Directors may be increased or diminished from time to time by the stockholders but shall never be less than one.

ARTICLE EIGHT: FIRST BOARD OF DIRECTORS

The name and post office address of the first Board of Directors is:
PRESIDENT-DIRECTOR: SANTIAGO RODRIGUEZ - 829 N.E 73rd. ST., Miami, FL 33138
VICE-PRESIDENT-DIRECTOR: FRANK BELLO - 829 N.E 73rd. ST., Miami, FL 33138
SECRETARY-DIRECTOR: LAZARO MIRANDA - 829 N.E 73rd. ST., Miami, FL 33138

ARTICLE NINE: SUBSCRIBER ADDRESS

The address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration thereof is: SANTIAGO RODRIGUEZ - 829 N.E 73rd. ST., Miami, FL 33138 - 100 Shares \$100.00 Par value.

ARTICLE TEN: AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE ELEVEN: RESIDENT AGENT

The resident agent of this corporation is:

SANTIAGO RODRIGUEZ
829 N.E. 73rd. STREET
MIAMI, FL 33138

The corporation may change its resident agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: January 29, 1996


Santiago Rodriguez

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SANTIAGO RODRIGUEZ known to me to be the individual described ^{herein} / and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

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

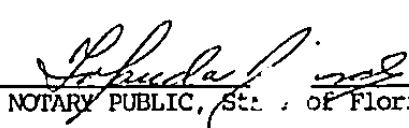
Personally Known _____

Who has produced as Identification:

Fla Driver License



YOLANDA RICARD
My Commission CC398881
Expires Sep. 13, 1998


NOTARY PUBLIC, State of Florida

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

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


SFL ENTERPRISES, INC.

desiring to organized under the Laws of the STATE OF FLORIDA, with its principal
office indicated in the Articles of Incorporation, at the City of Miami
County of Dade, State of Florida, has named:

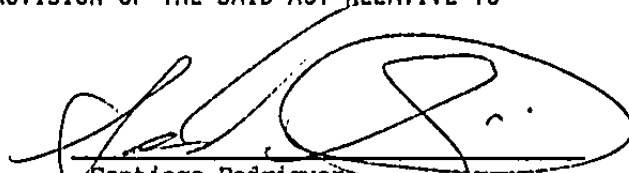
SANTIAGO RODRIGUEZ
829 N.E 73rd. STREET
MIAMI, FL 33138

as its agent to accept service of process within this state.

Date: January 29, 1996


Santiago Rodriguez, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO AC IN THIS
CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.


Santiago Rodriguez

Date: January 29, 1996

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