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Larry O. Schatzman
A PROFESSIONAL ASSOCIATION
RECEIVED
3-10-96

LARRY O. SCHATZMAN

March 15, 1996

SUITE 412
DADELAND TOWERS
19200 SOUTH DADELAND BOULEVARD
Miami, Florida 33156
TELEPHONE (305) 670-1700
TELECOPIER (305) 670-1747

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Gentlemen/Ladies:

Enclosed please find one original and one photocopy of the Articles of Incorporation for The Havana Republic, Inc., for filing.

The filing fee in the amount of \$122.50 is also enclosed. Please return a certified copy of the Articles of Incorporation to our office in the enclosed stamped, self addressed envelope.

Should there be any questions, please do not hesitate to contact the undersigned.

Very truly yours,

LARRY O. SCHATZMAN, P.A.

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-03/19/96--01046--005
****122.50 ****122.50

By: Larry O. Schatzman

LOS/cm

Enclosures

cc: The Havana Republic, Inc.

los.sos

3/20/96
FILED
96 MAR 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE HAVANA REPUBLIC, INC.

FILED
MAR 18 AM 8:20
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a corporation for profit under Florida law.

ARTICLE I

NAME

EFFECTIVE DATE
3-10-92

The name of this corporation is THE HAVANA REPUBLIC, INC. and its mailing address shall be 2101 N.E. 21th Street, North Miami Beach, Fl. 33179.

ARTICLE II

TERM

This corporation shall commence existence on the subscription and acknowledgement of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall commence upon filing and shall exist perpetually.

ARTICLE III

PURPOSE

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes and any amendments or successor Statutes thereto.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT

The initial Registered Agent for this corporation is STEPHEN SCHATZMAN and the initial Registered Office is 2101 N.E. 212th Street, Miami, FL 33179.

ARTICLE VI

DIRECTORS

This corporation shall have a Board of Directors of two (2) directors initially. The number shall be fixed by the By-Laws and may be changed from time to time in accordance therewith.

ARTICLE VII

INITIAL OFFICERS AND DIRECTORS

The names and addresses of the members of the first Board of Directors are:

ALEX GIMELSTEIN Director
21160 N.E. 22nd Court
Miami, FL 33179

STEPHEN SCHATZMAN Director
2101 N.E. 212th Street
Miami, FL 33179

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any officer and Director, including former officers and Directors, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE IX

AMENDMENT

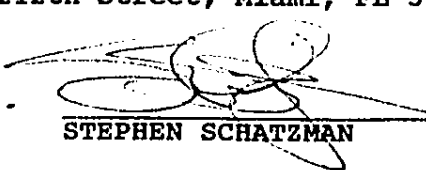
This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is STEPHEN SCHATZMAN, 2101 N.E. 212th Street, Miami, FL 33179.

DATED: March 10, 1996

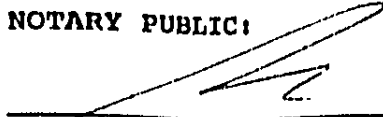

STEPHEN SCHATZMAN

STATE OF FLORIDA

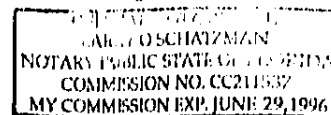
COUNTY OF DADE

The foregoing instrument was acknowledged before me this day of March, 1996 by STEPHEN SCHATZMAN, as incorporator, who is personally known to me.

NOTARY PUBLIC:



Print Name:
State of Florida at Large
My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.



STEPHEN SCHATZMAN

FILED
96 MAR 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA