

*H96000011076*

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TO: DIVISION OF CORPORATIONS

FROM: RICARDO MARTINEZ-CID, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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MIAMI FL 33145-

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((H96000011076))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SIERRARCHE CORPORATION

FAX AUDIT NUMBER: H96000011076

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/09/1996

TIME REQUESTED: 09:27:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
8/9/96

*[Handwritten signature]*

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000011076

ARTICLES OF INCORPORATION

SIERRACHE CORPORATION

Article I - Name

The name of this corporation is SIERRACHE CORPORATION.

Article II - Purpose

This corporation is organized to establish, purchase, manage, sell and otherwise deal with quality entertainment establishments in South Florida, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 2001 W. Flagler Street, Miami, Florida 33135.

The name of the initial Registered Agent of this corporation is Haroldo A. Sierra of 2001 W. Flagler Street, Miami, Florida 33135.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Haroldo A. Sierra and Manuel Arche, of 2001 W. Flagler Street, Miami, Florida 33135, who will also serve as respectively president, and secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000011076

*Manuel Arche*

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2/7/94

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000011076Article VII - Incorporator

The name and address of the persons signing these Articles are Haroldo A. Sierra and Manuel Arche, of 2001 W. Flagler Street, Miami, Florida 33135.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on August 7, 1996.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

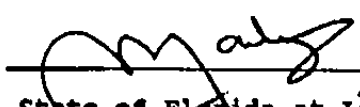
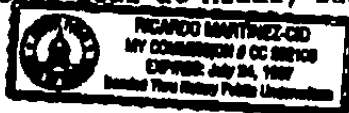
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this August 8, 1996.

  
\_\_\_\_\_  
Haroldo A. Sierra  
\_\_\_\_\_  
Manuel Arche

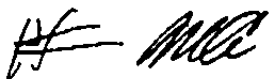
STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned Notary Public, personally appeared Haroldo A. Sierra and Manuel Arche, known to me personally and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same, and they did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this August 8, 1996.

  
\_\_\_\_\_  
/ Notary Public  
State of Florida at Large

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 496000011076

CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

## WITNESSETH:

That SIERRACHE CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Haroldo A. Sierra, located at 2001 W. Flagler Street, Coral Gables, Florida, as its agent to accept service of process within this state.

## ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of SIERRACHE CORPORATION to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this August 8, 1996.

  
Haroldo A. Sierra  
Registered Agent

FILED  
15 AUG -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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