

001 HALL STREET
TALLAHASSEE, FL 32301-0007
904 222-0000
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PRESTIGE MAIL
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ACCOUNT NO. : 07210000

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96 AUG 20 PM 12:51

DIVISION OF CORPORATION

REFERENCE : 059099 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 20, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 059099

CUSTOMER NO: 4303929

2100001927382

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FLAMINGO INTERNATIONAL
ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

6612-
W96 - 17462

8/21/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 12:22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

96 AUG 20 PM 12: 23

August 20, 1996

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLAMINGO INTERNATIONAL ENTERTAINMENT, INC.
Ref. Number: W96000017462

We have received your document for FLAMINGO INTERNATIONAL ENTERTAINMENT, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 296A00039595

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96 AUG 21 AM 9: 57
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 12:23

FLAMINGO INTERNATIONAL ENTERTAINMENT, INC.

ARTICLE I

The name of the corporation is FLAMINGO INTERNATIONAL ENTERTAINMENT, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 104 Crandon Boulevard, Suite 424, Key Biscayne, Florida 33149.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

The number of directors constituting the Initial Board of Directors is four, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Placido Domingo
104 Crandon Boulevard, Suite 424
Key Biscayne, Florida 33149

Frank Soler
104 Crandon Boulevard, Suite 424
Key Biscayne, Florida 33149

Ana Soler
104 Crandon Boulevard, Suite 424
Key Biscayne, Florida 33149

Gunther Breest
104 Crandon Boulevard, Suite 424
Key Biscayne, Florida 33149


ARTICLE VII

The name of the Incorporator is Karen B. Rozar and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of August, 1996.



Karen B. Rozar Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLAMINGO INTERNATIONAL ENTERTAINMENT, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY,
Registered Agent

BY:

Patricia G. Pizutto

Patricia G. Pizutto,

as Agent for the Corporation Service Company

August 20, 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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