# RECEIVED

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PRESIDENT NO. : 072100000000 OF CORPURATION

REFERENCE :

059099

4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: August 20, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 059099

CUSTOMER NO:

4303929

2000001927392

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:

CERTIFIED COPY

- لحال

\_ PLAIN STAMPED COPY

\_ CERTIFICATE OF GOOD STANDING

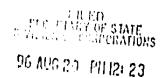
CONTACT PERSON: Kathy Drake

w96-17462

EXAMINER'S INITIALS:

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 20, 1996

RESUBMIT

**CSC NETWORKS** 1201 HAYS STREET TALLAHASSEE, FL 32301

Please give original submission date as file date.

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:

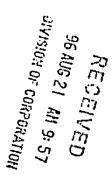
The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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



# ARTICLES OF INCORPORATION

SECULTARY OF STATE OF

**OF** 

# 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 malling 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.

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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:

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

Frank Soler 104 Crandon Boulevard, Sulte 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**

Karen B. Rozar

The name of the Incorporator is A 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 20% day of August, 1996.

Karen B. Roza 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,

as Agent for the Corporation Service Company

August \_20\_, 1996

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