

P96000090321

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000015417 477))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: JET SET CORP.

AUDIT NUMBER.....H96000015417

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:05:36

RECEIVED
96 NOV -4 AM 10:51
TALLAHASSEE, FLORIDA

FILED
96 NOV -4 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005-05-12
10/1/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 1, 1996

EMPIRE

SUBJECT: JET SET CORP.
REF: W96000023258

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000015417
Letter Number: 096A00050391

H96000015417

**ARTICLES OF INCORPORATION
OF
JET SET NIGHTCLUB CORP.**

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name and address of the corporation shall be:

JET SET NIGHTCLUB CORP.
13301 S.W. 40th Street
Miami, Florida 33175

**ARTICLE II
DURATION OF CORPORATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

**ARTICLE IV
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

**ARTICLE V
RIGHT OF TRANSFERABILITY**

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

**ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Manuel De La Rosa, 13301 S.W. 40th St., Miami, Florida 33175.

This instrument was prepared by:
Renier Cruz, Esq.
1740 Coral Way, Suite A
Miami, Fl. 33145
Fl. Bar No.: 320651
(305) 859-8700

H96000015417

FILED
NOV -4 PM 12:55
TALLAHASSEE, FLORIDA

496000015417

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII **DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Manuel De La Rosa, 13301 S.W. 40th St., Miami, Florida 33175

Ramona De La Rosa, 13301 S.W. 40th St., Miami, Florida 33175

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII **INCORPORATORS**

The name and address of each incorporator to these Articles of Incorporation is:
Manuel De La Rosa, 13301 S.W. 40th St., Miami, Florida 33175.

ARTICLE IX **AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X **AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI **INFORMAL ACT OF DIRECTORS**

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

496000015417

ARTICLE XII **MEETING**

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

ARTICLE XIII **STOCKHOLDER'S AGREEMENTS**

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV **INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

496000015417

H96000015417

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 30th day of October, 1996.

STATE OF FLORIDA)
COUNTY OF DADE)


Manuel De La Rosa, Incorporator

BEFORE ME, the undersigned authority, personally appeared MANUEL DE LA ROSA to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 30th day of October, 1996.

My Commission Expires:


NOTARY PUBLIC-STATE OF
FLORIDA AT LARGE



MAGDA VIDELELLA
My Commission C0087988
Expires Jun. 28, 2000

H96000015417

496000015417

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

THAT JET SET NIGHTCLUB CORP. ^{dealing to organize under the Laws of the State of} Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named MANUEL DE LA ROSA, 13301 S.W. 40th St., Miami, Florida 33173 as its Agent to accept Service of Process within this State.

TITLE: Incorporation
DATE: October 30, 1996

MANUEL DE LA ROSA, Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

MANUEL DE LA ROSA, Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this name, on the 30th day of October, 1996.

MANUEL DE LA ROSA, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MANUEL DE LA ROSA who being first duly sworn, deposes and says: that he is the person named in the foregoing Articles of Incorporation and that he has read the same, knows the contents thereof and that the same are true.

FILED
96 NOV -4 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTAL P.08

496000015417

SWORN TO AND SUBSCRIBED before me this 30th day of October, 1996.

My Commission Expires:

Madda Vidella
NOTARY PUBLIC, STATE OF
FLORIDA



MADDA VIDELLA
My Commission OC887888
Expires Jan 28, 2000

496000015417

P.08/08

EMPIRE CORPORATE KIT

NOV-01-1996 17:21