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EMPIRE CORPORATE KIT

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: LA UNICA CLUB CIMA, INC.

AUDIT NUMBER.....H97000001310

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

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EMPIRE CORPORATE KIT

P.05/09

ARTICLES OF INCORPORATION

H97000001310

OF

LA UNICA CLUB CIMA, INC.  
(IN ENGLISH: "THE ONLY CLUB CIMA, INC.")

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is LA UNICA CLUB CIMA, INC., located at 8249 NW 36 STREET, #208, MIAMI, FLORIDA 33166.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The Initial Principal Office of this Corporation in the State of Florida shall be: 8249 NW 36 STREET, #208, MIAMI, FL 33166.

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 III  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV  
NATURE OF BUSINESS AND POWERS**

The Corporation may engage in any activity or business

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permitted under the Laws of the United States of America and/or the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be Common Stock of a single class and shall have \$1.00 per value.

**ARTICLE VI  
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 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:

LUIS J. PEREZ	8249 NW 36 STREET, #206, MIAMI, FL 33166
ANDRES GRULLON	14007 LAKE PLACID CT., MIAMI LAKES, FL 33014

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until

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his/her successor is elected and qualified or appointed, or until his/her earlier resignation, removal from office, or death, which occurs first.

**ARTICLE VIII  
INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation is: Francis X. Santana, Esq., 28 W. Flagler Street, Suite 500, Miami, Florida 33130.

**ARTICLE IX  
OFFICERS OF THE CORPORATION**

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed,

are: **LUIS J. PEREZ, President**  
8249 NW 36 STREET, #208, MIAMI, FL 33166  
**ANDRES GRULLON, Secretary**  
14007 LAKE PLACID CT., MIAMI LAKES, FL 33014

**ARTICLE X  
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 XI  
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner

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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 XII  
MEETING

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

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has/have executed the foregoing Articles of Incorporation on the 23rd day of January, 1997.

  
FRANCIS X. SANTANA, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

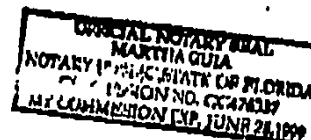
BEFORE ME, the undersigned authority, personally appeared FRANCIS X. SANTANA, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 23rd day of January, 1997.

Personally known to me or has  
produced as  
identification and did did not  
take an oath.

Prepared By  
Francis L. Santana, Esq.  
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NOTARY PUBLIC - STATE OF  
FLORIDA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

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


That LA UNICA CLUB CIMA, INC., (in English: "THE ONLY CLUB CIMA, INC."), desiring to organize under the Laws of the State of Florida, with its principal office located at 8249 NW 36 STREET, #208, MIAMI, FL 33166, has named: FRANCIS X. SANTANA, ESQ., with post-office address at 28 West Flagler Street, Suite 500, Miami, Florida 33130, as its Agent to accept Service of Process within this State.

  
FRANCIS X. SANTANA, Incorporator

DATE: 1/23/97

**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.

  
FRANCIS X. SANTANA  
Registered Agent

Prepared By:  
Francis X. Santana, Esq.  
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