

**PA 7000014576**

**FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.**

A PROFESSIONAL ASSOCIATION  
AVENTURA CORPORATE CENTER, SUITE 505  
20801 BISCAYNE BOULEVARD  
AVENTURA, FLORIDA 33180-1422

CHARLES D. BRECKER

TELEPHONE (305) 933-2000  
TELEFAX (305) 936-0101

February 7, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Havana Republic Imports, Inc.

600002084976--0  
-02/12/97--01031--021  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Please find enclosed two (2) original Articles of Incorporation for which we require filing. Also enclosed is our firm's check in the sum of \$122.50 to cover the cost of same. Kindly handle accordingly and forward to us a certified copy of those Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,



Charles D. Brecker

CDB/ml  
encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 12 PM 1:16

g/f 2/14/97

**ARTICLES OF INCORPORATION  
OF  
HAVANA REPUBLIC IMPORTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 12 PM 1:16

**ARTICLE I - NAME**

The name of this corporation is: HAVANA REPUBLIC IMPORTS, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE**

The principal office address of this corporation is:

21160 N.E. 22nd Court  
North Miami Beach, Florida 33180

**ARTICLE III - BEGINNING OF CORPORATION EXISTENCE**

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

**ARTICLE IV - PURPOSE**

The general nature of the business or businesses to be transacted by the corporation is as follows: the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

#### ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

##### Registered Agent

Fromberg, Fromberg, Lewis & Brecker, P.A.

##### Street Address of Registered Office

20801 Biscayne Boulevard  
Suite 505  
Aventura, Florida 33180

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Directors of this corporation shall be ALEX GIMELSTEIN and STEPHEN SCHATZMAN, both of whom shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Alex Gimelstein  
21160 N.E. 22nd Court  
North Miami Beach, Florida 33180

#### ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any

action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

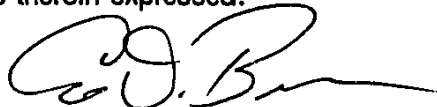
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

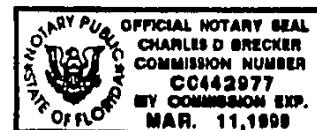
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of January, 1997.

  
ALEX GIMELSTEIN  
Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, on this 6th day of January, 1997, personally appeared ALEX GIMELSTEIN, well known by me to be the person described in the foregoing Articles of Incorporation, and he acknowledged, executed and subscribed before me to the same for the purposes therein expressed.

  
NOTARY PUBLIC  
COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with sections 48.091 and 607.0501, Florida statutes, the following is submitted:

First--that HAVANA REPUBLIC IMPORTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in North Miami Beach, Florida, has named FROMBERG, FROMBERG, LEWIS & BRECKER, P.A., located at 20801 Biscayne Boulevard, Suite 505, Aventura, 33180, as its agent to accept service of process within Florida.

HAVANA REPUBLIC IMPORTS, INC.

By: \_\_\_\_\_

Max Gimmelstein  
Incorporator

Date: January 6, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, FROMBERG, FROMBERG, LEWIS & BRECKER, P.A., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Fromberg, Fromberg, Lewis  
& Brecker, P.A.

By: \_\_\_\_\_

Charles D. Brecker, Esq.  
Registered Agent

Date: January 6, 1997