

**LUIS F. GOMEZ, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

LUIS F. GOMEZ, JR.

LUIS F. GOMEZ  
ADMITTED IN PUERTO RICO  
NEW YORK, FLORIDA AND TEXAS

1500 SO. SEMORAN BLVD.  
ORLANDO, FLORIDA 32807

TEL: (407) 273-0224  
FAX: (407) 282-3693

P97000016420

February 11, 1997

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

600002089726--4  
-02/17/97-01117-014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Payaso Corporation

ENGLISH TRANSLATION: CLOWN CORPORATION

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named for profit organization. Please file the original in your offices and certify and return to this office one certified copy. Please find a check in the amount of \$122.50 covering the filing fee, registered agent fee, and the fee for the certified copy. Thank you.

Sincerely,

*Luis F. Gomez*  
Luis F. Gomez, Esq.

SC  
encl.

*Sandra Carver* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Corp. Name*  
DATE *2/20/97*  
DOC. EXAM *GN*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 3:32

*g/g 2/20/97*

ARTICLES OF INCORPORATION

OF

PAYASO CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 3:32

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

PAYASO CORPORATION

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1, 000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address for the initial registered office of the corporation shall be 513 North Semoran Blvd., Orlando, Florida 32807, and the name of the initial registered agent of the corporation at that address is Miguel A. Negron.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII. SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

**ARTICLE VIII. OFFICERS AND DIRECTORS**

This corporation shall have three directors, initially. The name and street address of the directors who should hold office for the first year of the corporation, or until his successor(s) is(are) elected or appointed are:

Miguel A. Negrón  
513 So. Semoran Blvd.  
Orlando, Florida 32807

Fernando M. Negrón  
513 So. Semoran Blvd.  
Orlando, Florida 32807

Alejandro M. Negrón  
513 So. Semoran Blvd.  
Orlando, Florida 32807

**ARTICLE IX. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Miguel A. Negrón

513 So. Semoran Blvd.  
Orlando, Florida 32807

The undersigned has(have) executed these Articles of Incorporation this 11th day of February, 1997.

Miguel A. Negrón  
Signature/title

Fernando M. Negrón  
Signature/title

Alejandro Negrón  
Signature/title

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Payaso Corporation a corporation organizing under the laws of the State of Florida with its principal office located at 513 No. Semoran Blvd., Orlando, Florida 32807, has named Miguel A. Negron, whose address is 513 No. Semoran Blvd., Orlando, Florida 32807, as its Agent to accept service of process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
SIGNATURE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 PM 3:32