

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 24 AM 8:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

*Int. M/A.
 6/21
 1197-9556*

K.R. APR 25 1997

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 4/24/97 _____
 TIME 10:30 _____ CK No. _____
 BY (1) _____

WALK-IN
 Will Pick Up _____

RE: HAVANA RIVIERA, INC.

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input type="checkbox"/> () Cert. Copy(s) | | |
| <i>PHOTO</i> | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S- | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| 300002153553-6 | | |
| <input checked="" type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () _____ | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () _____ pgs. | | |
| 04/24/97-01054-002 | | |
| *****70.00 *****70.00 | | |
| SUBTOTALS | | |

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1997

Give this file date

CAPITAL CONNECTION INC.

TALLAHASSEE, FL

SUBJECT: HAVANA RIVIERA, INC.
Ref. Number: W97000009556

We have received your document for HAVANA RIVIERA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must list at least one incorporator with a complete business street address.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00021230

Corrected
RECEIVED
97 APR 24 PM 4:31

ARTICLES OF INCORPORATION
OF
HAVANA RIVIERA, TNC.

FILED
97 APR 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is HAVANA RIVIERA, INC

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at Rivergate Plaza, 444 Brickell Ave. Suite 400 Miami, Florida. The mailing address of the corporation is Rivergate Plaza, 444 Brickell Ave. Suite 400 Miami, Florida 33131.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at Rivergate Plaza, 444 Brickell Ave. Suite 400 Miami, Florida. The name of the initial registered agent at that address is Russell B. Adler, Esq..

ARTICLE V

Authorized Shares

The corporation is authorized to issue 25,000,000 shares of common stock having a par value of \$.001 and 1,000,000 shares of preferred stock having a par value of \$.01.

ARTICLE VI

Directors

The initial board of directors shall consist of seven members.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: HAVANA RIVIERA, INC.

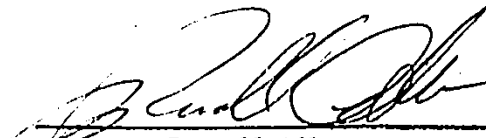
2. The name and street address of the registered agent and office is: 444 Brickell Ave Russell Adler, Esq.

Suite 400

Miami FL 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Incorporator address
444 Brickell Ave, Suite 400
Miami, FL 33131



Russell Adler
incorporator/registered agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 24 AM 8:29

FILED