

May. 1997 :36A TRIPP, SCOTT, CONKLIN P. 1/4  
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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (804)922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

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NAME: GRAND HABANA CAFE, INC.

AUDIT NUMBER.....H97000007591

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

CERT. OF STATUS..0 PAGES..... 2

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 24, 1997

RICHARD KUPER, ESQ.  
THE WHITE BUILDING  
ONE N.E. 2ND AVE., SUITE 200  
MIAMI, FL 33132

The name GRAND HABANA CAFE, INC. has been reserved for 120 days beginning January 24, 1997. The reservation number is R9700000349 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 697A00003569

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**ARTICLES OF INCORPORATION  
OF  
GRAND HABANA CAFE, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME**

The name of this Corporation is:

Grand Habana Cafe, Inc.

**ARTICLE II  
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

12000 Biscayne Blvd., Suite 803  
Miami, Florida 33181

Prepared by:

Drake M. Batchelder, Esq.  
Bar No. 0117273  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Fort Lauderdale, FL 33302  
(954) 525-7500

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Harvey S. Taylor  
12000 Biscayne Blvd., Suite 803  
Miami, Florida 33181

**ARTICLE VI  
INCORPORATOR**

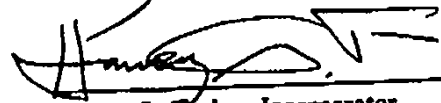
The name and street address of the Incorporator is:

Harvey S. Taylor  
12000 Biscayne Blvd., Suite 803  
Miami, Florida 33181

**ARTICLE VII  
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 5 day of May, 1997.

  
Harvey S. Taylor, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

  
Harvey S. Taylor, Registered Agent

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