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August 6, 1997

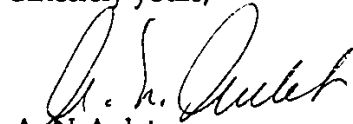
Florida, Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed please find Certificate of Incorporation for Stars on Miami Beach, Inc. together with check for \$122.50 for fee and certified copy.

If you have any questions, you may call me at (305) 552-1422.

Sincerely yours,



A. N. Aulet  
1120 S.W. 74 Avenue  
Miami, Florida 33144

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9N 8/13/97

CERTIFICATE OF INCORPORATION  
OF

Stars on Miami Beach, Inc.

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STATE OF FLORIDA  
TALLAHASSEE

FIRST. The name of this corporation is Stars on Miami Beach, Inc.

SECOND. The registered office and principal office in the State of Florida is to be located at 1120 S.W. 74 Avenue, in the City of Miami, County of Dade. The registered agent in charge thereof is A. N. Aulet at 1120 S.W. 74 Avenue, Miami, Florida 33144

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida."

FOURTH. The amount of the total authorized capital stock of this corporation is 20,000 shares of \$1.00 Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

NAME:	ADDRESS:
A.N. Aulet	1120 S.W. 74 Avenue, Miami, FL 33144

SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Name and address of director(s)	
Fill in name(s)	and addresses(es)
A. N. Aulet	1120 S.W. 74 Avenue, Miami, FL 33144
Amparo C. Navarro	1331 S.W. 93 Ct., Miami, FL 33174
Guido G. Rodriguez	6494 Coral Way, Miami, FL 33155

SEVENTH. The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

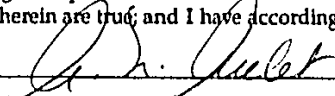
The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

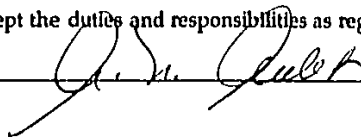
It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or interference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: August 6, 1997

  
\_\_\_\_\_

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

  
\_\_\_\_\_

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:  
Stars on Miami Beach, Inc.
  
2. The name and address of the registered agent and office is:

A. N. Aulet  
1120 S.W. 74 Avenue  
Miami, Florida 33144

*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.*

  
Signature

Date: August 6, 1997

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TALLAHASSEE, FLORIDA