City/State/Zip Office Use Only LOCAL REPRESENTATIVE TALLAHASSEE CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. NEW JORK LIVE'S INC.
(Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time ________ Walk in Certified Copy Certificate of Status Mail out Will wait AMENDMENTS NEW FILINGS Profit Amendment Resignation of R.A., Officer/ Director NonProfit **Limited Liability** Change of Registered Agent Dissolution/Withdrawal **Domestication** Other Merger OTHERFILINGS **AQUALIFICATION Annual Report** Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials CR2E031(1/95)

August 20th, 1997

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

Gentlemen or Lady:

Please register and return the attached article of incorporation for NEW YORK LIVE'S INC. A check is enclosed.

Sincerely;

Fanny E. Fernandez

Incorporator

Reply to: Fanny E. Fernandez 10523 S.W. 109th. CT.

Miami, Fl. 33176 (305) 274-6543

CERTIFICATE OF INCORPORATION

OF

NEW YORK LIVE'S INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, right, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

NEW YORK LIVE'S INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10523 S.W. 109 Ct. Miami, Fl. 33176

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under tha laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 200 shares of One Dollar (\$ 1.00) par value common stock

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as many be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Fanny E. Fernandez 10425 S.W. 158 Pl. Miami, Fl. 33196

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Fanny E. Fernandez President

Felipe A. Fernandez Secretary & Treasury

Article VIII - INCORPORATOR

The name and street of the incorporator to these article is:

Fanny E. Fernández 10425 S.W. 158 Pl. Miami, Fl. 33196

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officers or directors to the extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 20th. day of August 1997.

Aney E Jeensel Fanny E. Fernández

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared: Fanny E. Fernandez known to me and known by me to be the person who executed the foregoing articles of incorporation, and sie acknowledged before me that sie executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 20th. day of August 1997.

PEDRO LADISLAO GUERRA
Sinis of Florida
My Comm. Exp. Dec. 30, 1999
Comm. FCC 497489
Notary Seal.

NOTARY PUBLIC

State of Florida at Large

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That NEW YORK LIVE'S INC. desiring to organize under the laws of the state of Florida has appointed Fanny E. Fernandez of 10425 S.W. 158 Pl. Miami, Fl. 33196 as its registered agent to accept service of process within the state.

TITLE PRESIDENT

DATE 08/20/97

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of NEW YORK LIVE'S INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Application Statutes, this 20th. day of August 1997.

Fanny E. Fernandez Registered Agent