

9/17/97

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: LET IT RIDE DOWNTOWN, INC.

AUDIT NUMBER.....H97000015442

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1997

EMPIRE

SUBJECT: LET IT RIDE DOWNTOWN, INC.  
REF: W97000021457

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Beth Register                      FAX Aud. #: H97000015442  
Corporate Specialist Supervisor      Letter Number: 197A00046273

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ARTICLES OF INCORPORATION

OF

LET IT RIDE DOWNTOWN, INC.

FILED  
97 SEP 18 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is LET IT RIDE DOWNTOWN, INC.

ARTICLE II. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida under Chapter 607 of the Florida Statutes.

ARTICLE III. STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, all of one class, with nominal or par value of \$1.00 per share.

Prepared by: Andrew Rubin, Esq.  
Rubin & Rubin  
18425 NW 22nd Ave. #303  
Miami, FL 33169  
#303)451-4100

FB No. 298336

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ARTICLE IV. DURATION

The corporation shall have a perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

3411 Indian Creek #703  
Miami Beach, Florida 33140

with the privilege of having branch offices at any other place.

ARTICLE VI. REGISTERED AGENT

The registered agent for service upon this corporation shall be Andrew S. Rubin.

ARTICLE VII. SERVICE

The registered office address for service upon this corporation shall be:

18425 N.W. 2nd Avenue, Suite 305  
Miami, Florida 33169

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ARTICLE VIII. DIRECTORS

The number of directors of this corporation shall not exceed 3 individuals, and the names and post office addresses of the persons who shall constitute the first Board of Directors are as follows:

Richard H. Goihman  
3411 Indian Creek Drive, #703  
Miami Beach, Florida 33140

ARTICLE IX. SUBSCRIBER

The names and post office addresses of the subscriber of the certificate of incorporation is as follows:

Andrew S. Rubin  
18425 N.W. 2nd Avenue, Suite 305  
Miami, Florida 33169

ARTICLE X. INTERLOCKING DIRECTORS

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or are directors or officers of such other corporation.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida on 9-16-97.

  
\_\_\_\_\_  
Andrew S. Rubin

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FILED  
97 SEP 18 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following  
is submitted:

LET IT RIDE DOWNTOWN, INC., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of  
business at the City of Miami, Florida, has named Andrew S. Rubin,  
18425 N.W. 2nd Avenue, Suite 305, Miami, Florida 33169 as its agent  
to accept service of process within the State of Florida.

9-16-97  
Date

Andrew S. Rubin  
Andrew S. Rubin

Having been named 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 I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

9-16-97  
Date

Andrew S. Rubin  
Andrew S. Rubin

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

On this 16th day of September, 1997, before me personally  
appeared Andrew S. Rubin, as incorporator and registered agent of  
LET IT RIDE DOWNTOWN, INC., having subscribed to these Articles of  
Incorporation who us known to me and did take an oath.

Carol Oliphant  
Notary Public State of Florida

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