10/15/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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(((H97000017115 1)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599~0839

NAME: B.P. OF DODE (COUNTY) INC AUDIT NUMBER..... H97000017115

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

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** ENTER 'M' FOR MENU. **



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 15, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: S.P., INC. REF: W97000023546

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

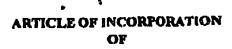
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Dapartment of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: H97000017115 Letter Number: 397A00050475



S.P. OF DADE COUNTY, INC.

SOLD SOLD

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORFORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION. S.P. OF DADE COUNTY, INC.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH Entertainment

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

Prepared by Brito & Brito Accounting, Inc.
407 Lincoln Road suite 5B

Miami Beach, Plorida 33139

(305) 534-9292

^{2.} TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.

^{3.} TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL RETHE CORPORATION IS: Luis G. Brito 407 Lin AND THE NAME OF ITS INITIAL REGISTER	coln Road suite 5-B Miami Beach, Fl. 33139
Luis G. Brito	•

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE(1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Steven Polito 407 Lincoln Rd #5B Miami Beach Fl 33139 SECRETARY TREASURER VICE-PRE.

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

Steven Polito ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS_

14 DAY OF ___October / 1997

INCORPORATOR

Steven Polito

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Steven Polito KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

H97000017115 INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON ____14____DAY OF October____1997. **NOTARY PUBLIC** STATE OF FLORIDA **COMMISSION EXPIRES** ACCEPTANCE BY REGISTERED AGENT HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES. Luis G. Brito STATE OF FLORIDA COUNTY OF DADE BEFORE ME. A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED _, KNOW TO BE AND KNOW BY ME TO Luis G. Brito___ EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 14 DAY OF October______1997.

> NOTARY PUBLIC STATE OF FLORIDA COMMISSION EXPIRES

OCT IS AM 7:51
CHIAR OF STATE
AMASSEE FLORIDA