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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: MIAMI INTERNATIONAL LATIN FIESTA, INC.

AUDIT NUMBER.....H97000017627

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

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

MIAMI INTERNATIONAL LATIN FIESTA, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is International Latin Fiesta, Inc.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 Old Winter Garden Road, Orlando, Florida 32802 and the name of its initial registered agent at such address is BlumbergExcelsior Corporate Services, Inc.
6. The number of directors constituting the initial board of directors is one (1) and the name and address of each person who is to serve as a member thereof is as follows:
Vincent Mandracchia, 5757 Isle Verde Ave., Isles Verde, Puerto Rico
7. The name and address of the sole incorporator is: Shelisa R. Minnifield, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

DATED: 10/21/97

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000


Shelisa R. Minnifield
Sole Incorporator

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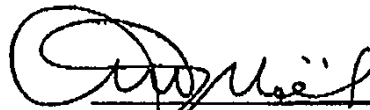
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of Miami International Latin Fiesta, Inc., the within named corporation.

DATED: 10/23/97



BlumbergExcelsior Corporate Services, Inc.
Marge Moel
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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