

OCT-24-1997 08:42

EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CLUB CAPE, INC.

AUDIT NUMBER.....H97000017450

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 23, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CLUB CAFE, INC.  
REF: W97000024008

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.

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: B97000017450  
Letter Number: 897A00051640

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EMPIRE CORPORATE KIT

P.03/07

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SEC  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**  
**ARTICLES OF INCORPORATION**  
**FOR**

**CLUB CAFE, INC.**

*We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**

*The name of the corporation shall be:*

**CLUB CAFE, INC.**

**Principal office:**  
**1956 N.W. 17 Avenue**  
**Miami, FL 33125**

**ARTICLE II**

*The corporation may engage in any activity of business permitted under the laws of the United States of Florida.*

**ARTICLE III**

*The corporation is authorized to issue one hundred (100) shares of \$5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.*

**ARTICLE IV**

*The amount of capital with which this corporation will begin business shall not be less than Five hundred (\$500.00) dollars,*

**PREPARED BY: GIOVANNI CASTELLANOS**  
**VARES, INC.**  
**1214 SW 2<sup>ND</sup> STREET**  
**MIAMI, FL. 33135**  
**305-642-7611**

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**ARTICLE VIII**

*The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:*

**SHAREHOLDERS****% OF SHARES**

**GABRIEL RUBIERA**  
**1956 N.W. 17<sup>TH</sup> AVENUE**  
**MIAMI, FLORIDA 33125**

**100%****ARTICLE IX**

*The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.*

*The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.*

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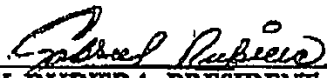
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*We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.*

*Subscribed at Miami, Dade County, Florida, this 10<sup>TH</sup> day of October of the year 1997.*

  
\_\_\_\_\_  
GABRIEL RUBIERA, PRESIDENT, VICE-PRESIDENT, SECRETARY

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STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE

*Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared*

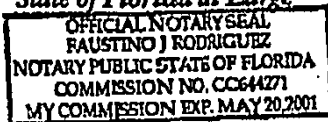
**GABRIEL RUBIERA**

*Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.*

*WITNESS my hand and official seal, at Miami, Dade County, Florida, this 10th day of October of the year 1997.*

  
FAUSTINO J. RODRIGUEZ

Notary Public,  
State of Florida at Large



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**CERTIFICATE OF ACKNOWLEDGMENT  
OF REGISTERED AGENT  
FOR SERVICE AND PROCESS WITHIN THE  
STATE OF FLORIDA**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:*

*That: CLUB CAFE, INC.*

*is qualified to do business under the laws of the State of Florida, with it's  
REGISTERED OFFICE at:*

**1956 N.W. 17<sup>th</sup> Avenue.  
Miami, Florida 33125  
(305) 326-9600**

*and has appointed: GABRIEL RUBIERA*

*As it's agent to accept services of process within the State.*

**ACKNOWLEDGMENT**

*Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.*

  
**GABRIEL RUBIERA,**  
*Registered Agent*

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