

P98000017484

Requestor's Name

Angel Tomargo
8180 N.W. 91 Terrace
Suite 7
Medley, FL 33186

800002437938--2
-02/23/98--01101--003
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in
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 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials: **B. BROCK** FEB 21 1998

ARTICLES OF INCORPORATION

OF

The undersigned subscribers to these articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is:

HAVANA CLASSIC CAFE II, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are:

1. Any and all lawful business.
- 2.

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3. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

4. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

ONE HUNDRED SHARES OF \$5.00 PER VALUE EACH.

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

8181 N.W. 91 TERRACE SUITE 7 MEDLEY, FLORIDA 33166.

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: DIRECTOR(S)

This corporation shall have Three(3) director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII: INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office addresse(s) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

ANGEL G. TAMARGO 8181 N.W. 91 TERRACE, MEDLEY, FLORIDA 33166.
SANDALIO ARIAS 6211 N.W. 197 TERRACE, MIAMI, FLORIDA 33015
ELIZABETH ARIAS 14371 LAUREL TRAIL, WELINGTON, 33414

ARTICLE IX: SUBSCRIBERS

The name(s) and post office addresse(s) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

ANGEL G. TAMARGO 33 1/3
8181 N.W. 91 TERRACE, MEDLEY, FLORIDA, 33166
SANDALIO ARIAS 33 1/3
6211 N.W. 197 TERRACE, FLORIDA, 33015
ELIZABETH ARIAS 33 1/3
14371 LAUREL TRAIL, WELLINGTON, FLORIDA 33414

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

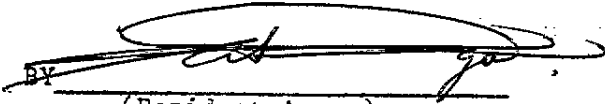
ARTICLE XI: DESIGNATION OF RESIDENT AGENT

That ANGEL G. TAMARGO located at 8181 N.W.
91 TERRACE, SUITE 7 City of MEDLEY


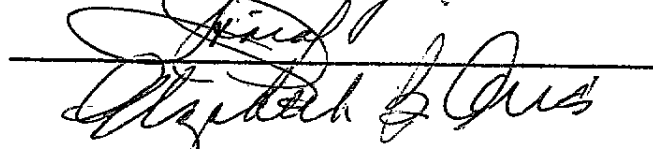
State of Florida, is hereby named resident agent for this Corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for HAVANA
, INC.
CLASSIC CAFE II at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office


BY _____
(Resident Agent)

WE, THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth as to each of us, and accordingly have hereunto set our hands and seal this 18 day of February of 19 98.

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oaths and take acknowledgements, personally appeared ANGE L G. TAMARGO SANDALIO ARIAS ELIZABETH ARIAS

to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 18 day of Feb of 19 98.

CARLOS M. QUEIPO
Notary Public, State of Florida
My Comm. expires July 4, 1998
No. CC390041
Bonded Thru General Insurance Und

(Handwritten Signature)
Notary Public, State of Florida at Large

My Commission Expires:

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TALLAHASSEE, FLORIDA