



THE UNITED STATES  
CORPORATION  
COMPANY

098000024511

ACCOUNT NO. : 072100000032

REFERENCE : 741569 4390271

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P. P.*

ORDER DATE : March 16, 1998

ORDER TIME : 11:52 AM

700002458277--0

ORDER NO. : 741569-005

CUSTOMER NO: 4390271

CUSTOMER: Ms. Marilyn Kalik  
FROMBERG FROMBERG LEWIS &  
BRECKER, P.A.  
Suite 505  
20801 Biscayne Boulevard  
Miami, FL 33180-1422

DOMESTIC FILING

NAME: HAVANA REPUBLIC AVENTURA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 16 PM 2:35  
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98 MAR 16 PM 2:20  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
HAVANA REPUBLIC AVENTURA, INC.**

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**ARTICLE I - NAME**

The name of this corporation is: HAVANA REPUBLIC AVENTURA, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE**

The principal office address of this corporation is:

1360 Weston Road  
Weston, FL 33326

**ARTICLE III - BEGINNING OF CORPORATION EXISTENCE**

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

**ARTICLE IV - PURPOSE**

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

#### ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

##### Registered Agent

Fromberg, Fromberg, Brecker,  
Slatoff, Beskin, Kornik & Shienvold, P.A.

##### Street Address of Registered Office

20801 Biscayne Boulevard  
Suite 505  
Aventura, Florida 33180

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Directors of this corporation shall be STEPHEN SCHATZMAN and ALEX GIMELSTEIN, both of whom shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Stephen Schatzman  
1360 Weston Road  
Weston, FL 33326


#### ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him

as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

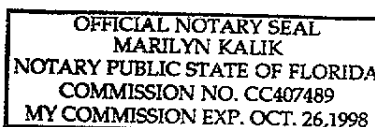
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of March, 1998.

  
STEPHEN SCHATZMAN  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, on this 11<sup>th</sup> day of March, 1998, personally appeared STEPHEN SCHATZMAN, well known by me to be the person described in the foregoing Articles of Incorporation, and he acknowledged, executed and subscribed before me to the same for the purposes therein expressed.

  
NOTARY PUBLIC  
COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED

In compliance with sections 48.091 and 607.0501, Florida statutes, the following is submitted:

First--that HAVANA REPUBLIC AVENTURA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Weston, FL, has named FROMBERG, FROMBERG, BRECKER, SLATOFF, BESKIN, KORNIK & SHIENVOLD, P.A., located at 20801 Biscayne Boulevard, Suite 505, Aventura, 33180, as its agent to accept service of process within Florida.

HAVANA REPUBLIC AVENTURA, INC.

By: 

Stephen Schatzman  
Incorporator

Date: March 11, 1998

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, FROMBERG, FROMBERG, BRECKER, SLATOFF, BESKIN, KORNIK & SHIENVOLD, P.A., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Fromberg, Fromberg, Brecker,  
Slatoff, Beskin, Kornik & Shienvold, P.A.

By: 

Charles D. Brecker, Esq.  
Registered Agent

Date: March 11, 1998