

*P98000028086*

**Charles Nolan Simpson**  
**8025 S.W. 4<sup>th</sup> Street**  
**Miami, Florida 33144**  
**Tel: (305)262 -6689**  
**Fax: (305)226-8132**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 AM 10: 25

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/25/98--01081--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Habana 2000 International, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation for Habana 2000 International, Inc. Please return a certified copy of each to our office. Enclosed is a check in amount of \$122.50 to cover the fees.

Very truly yours,

*Charles Nolan Simpson Jr.*  
Charles Nolan Simpson, Jr.  
Enclosures

D. BROWN MAR 26 1998

**ARTICLES OF INCORPORATION  
OF  
HABANA 2000 INTERNATIONAL, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is **HABANA 2000 INTERNATIONAL, INC.**

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 8775B N.W. 13<sup>th</sup> Terrace, Miami, Florida 33172. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one: ( 1 ) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Charles Nolan Simpson  
8025 S.W. 4<sup>th</sup> Street  
Miami, Florida 33144

Director

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

## **ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors, of this corporation against any contingency or peril

as may be determined to be in best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

#### **ARTICLE XI SUBSCRIBER**

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

Charles Nolan Simpson, 8025 S.W. 4<sup>th</sup> Street, Miami, Florida 33144

#### **ARTICLE XII CONTRACTS**

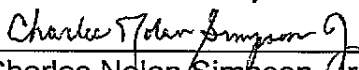
No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

#### **ARTICLE XIII RESIDENT AGENT**


The name and address of the initial resident agent of this corporation is:

Charles Nolan Simpson  
8025 S.W. 4<sup>th</sup> Street  
Miami, Florida 33144

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on March 24, 1998.

  
Charles Nolan Simpson, Jr.

Subscribed and Sworn on March 24, 1998  
Before me:

 , Notary Public  
My Commission Expires

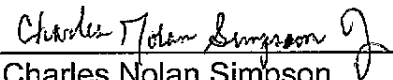


PAMELA L. CONLEY  
My Commission CC495951  
Expires Sep. 17, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 AM 10:25

Having been named to accept service of process for HABANA 2000 INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
Charles Nolan Simpson  
8025 S.W. 4<sup>th</sup> Street  
Miami, Florida 33144  
(305)262-6689