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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: J.M. LATIN CLUB, INC.

AUDIT NUMBER.....H98000012470

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

CERT. OF STATUS..1

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 7, 1998

FAS-T CORP AGENTS INC

SUBJECT: J.M. LATIN CLUB, INC.  
REF: W98000015345

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Neysa Culligan  
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Letter Number: 098A00036207

## ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together to becoming a Corporation under the laws of the State of Florida providing for the information of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate set forth:

### ARTICLE ONE

The name of this Corporation (Which is hereinafter called the "Corporation") is:

**J.M. LATIN CLUB, INC.**

### ARTICLE TWO

The general nature of business and the objects and purposes to be transacted and carried out are to do any and all things allowed and permitted to be done by Corporations under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

Generally, to make and do contracts of any kind and description, and for attaining any of the objects of the Corporation, to do and perform any other act or thing, and to exercise any and all powers that a co-partnership or natural person could do and exercise, which are now or hereafter may be authorized

PREPARED BY: S.G. GROUP  
525 N.W. 27 Ave., Suite 204  
Miami, Fl. 33125  
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by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

### ARTICLE THREE

The stocks of this corporation shall be divided into One Hundred (100) Shares of stocks of none par value, all of one class, namely, common stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to fixed by the Board of Directors at a meeting called for that purpose.

### ARTICLE FOUR

The principal place of business of the Corporation shall be at: 7335 N.W. 36TH STREET, MIAMI, FLORIDA 33166.

MAILING ADDRESS: 525 N.W. 27TH AVE. SUITE #204, MIAMI, FL. 33125  
With the privilege of having branch offices within and without the State of Florida.

### ARTICLE FIVE

This Corporation shall have perpetual existence commencing on:

JULY 6TH, 1998

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**ARTICLE SIX**

The names and addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen shall be:

JOSE A. MARTINEZ  
15743 S.W. 102 LANE  
MIAMI, FL. 33196

AMPARO J. MARTINEZ  
301 N.W. 78 TERR. 34-202  
PEMBROKE PINES, FL 33024


**ARTICLE SEVEN**

The number of Directors of the Corporation shall be:

TWO

**ARTICLE EIGHT**

The names and addresses of the President and Treasurer/Secretary, who shall hold the office until their successors are elected or appointed or have qualified are:


  
JOSE A. MARTINEZ  
PRESIDENT  
15743 S.W. 102 LANE  
MIAMI, FL 33196

  
AMPARO J. MARTINEZ  
TREASURER/SECRETARY  
301 N.W. 78 TERR. 34-202  
PEMBROKE PINE, FL 33024

**ARTICLE NINE**

In compliance with Section 48.091, Florida Statutes the following:


FIRST THAT: Desiring to organize or qualify under the Laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named Registered Agent: MR. JOSE A. MARTINEZ, Service of Process Within Florida.

  
Signature of Corporate Officer  
JOSE A. MARTINEZ  
15743 S.W. 102 LANE, MIAMI, FL 33196

DATE: JULY 6TH, 1998

H98000012470

Having been to accept service of process for the above stated Corporation, at the place designated in this Certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes concerning the proper and complete performance of my duties.

  
Signature of Registered Agent  
MR. JOSE A. MARTINEZ  
15743 S.W. 102 LANE  
MIAMI, FL 33196  
DATE: JUNE 15, 1998

**ARTICLE TEN**

The Incorporator(s) - Subscriber(s) of this Corporation is(are):

JOSE A. MARTINEZ  
15743 S.W. 102 LANE  
MIAMI, FL 33196


AMAPARO J. MARTINEZ  
301 N.W. 78 TERR. 34-202  
PEMBROKE PINE, FL 33024

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged to be filed in the office of the Secretary of State this Certificate of Incorporation this 6th day of July 1998.

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

  
JOSE A. MARTINEZ  
PRESIDENT

  
AMPARO J. MARTINEZ  
TREASURER/SECRETARY

H98000012470

DATE: JULY 6TH, 1998

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And each severally acknowledged before me that they signed the Certificate of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this 6th day of JULY OF 1998.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE



THIS INSTRUMENT WAS PREPARED BY:

S. G. Group  
5259 N. W. 27th Avenue  
Suite 204  
Miami, FL 33125

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