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Ana Maria Vidal, Esq.

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Miami, FL 33135

Telephone 305-541-3300 *Fax 305-541-7470

November 25th, 1998.

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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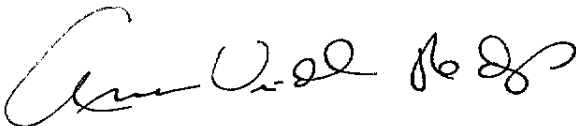
Gentlemen:

Enclosed you will find duplicate originals of the Articles of Incorporation for **TEATRO CANDILEJAS, INC. (CANDILEJAS THEATER, INC.)**, together with a check for \$78.75.

Please, be so kind as to return the Articles to us in the enclosed envelope Via DHL provided to you for such purpose, all you have to do is schedule a pick-up by calling 1-800-225-5345.

Thank you.

Respectfully,



Ana Vidal-Rodriguez, Esq.

AVR/mei
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

TEATRO CANDILEJAS, INC.

THE UNDERSIGNED, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the state of Florida, do hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is: TEATRO CANDILEJAS, INC.

ARTICLE II. PURPOSE

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

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is : 100 shares at \$1.00 par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3659-61 W. FLAGLER STREET, MIAMI, FLORIDA 33135

and the name of the initial registered agent of this corporation at that address is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JESUS R. GONZALEZ
3659-61 W. Flagler St., Miami, FL 33135

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of directors may be either increased or diminished from time to time by the By--laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

President; Danny S. Estrada
3659-61 W. Flagler St. Miami, FL 33135
Vice-President: Jesus R. Gonzalez
3659-61 W. Flagler, St. Miami, FL 33135
Secretary: Jesus R. Gonzalez
3659-61 W. Flagler St. Miami, FL 33135

ARTICLE VII. OFFICERS

The corporation shall have a President, a Vice-President and a Secretary, and such other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By--laws. The same person may hold two or more offices.

ARTICLE VIII. INCORPORATOR

The name and address of the persons signing these articles are:

Danny S. Estrada
3659-61 W. Flagler St., Miami, FL 33135
Jesus R. Gonzalez
3659-61 W. Flagler St., Miami, FL 33135

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

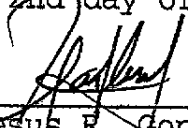
ARTICLE X. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 3659-61 W. Flagler St. Miami, FL 33135

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of December, 19



Danny S. Estrada



Jesus R. Gonzalez

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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) SS:
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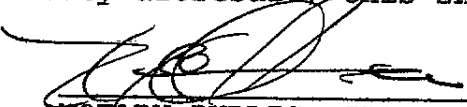
BEFORE ME, the undersigned authority, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Danny S. Estrada and Jesus R. Gonzalez both personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of December, 1998.

September 22, 2001

My commission expires





NOTARY PUBLIC, STATE OF
FLORIDA

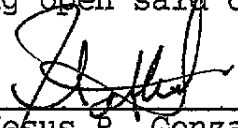
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First -- that TEATRO CANDILEJAS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Miami-Dade, State of Florida, has named Jesus R. Gonzalez 3659-61 W. Flagler St. Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, 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:



Jesus R. Gonzalez
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA