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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

g.v.p., inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION FOR
G.V.P., INC., a Florida corporation

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: G.V.P., Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

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ARTICLE III: PURPOSE

The purpose of this corporation shall be:

Primarily for the provision of entertainment services but for any other legal purpose as well.

ARTICLE IV: CAPITAL STOCK

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

1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF
\$1.00 EACH

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603

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ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jose L. Baloyra, Esq.
GARCIA & BALOYRA
1101 Brickell Avenue,
South Tower, Suite 702
Miami, Florida 33131

ARTICLE VI: BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Carlos Ponce
c/o Alexander Sueiro
Perez-Abreu, Aguerreberre, & Sueiro, L.L.C.
220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

ARTICLE VII: OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Carlos Ponce
c/o Alexander Sueiro
Perez-Abreu, Aguerreberre, & Sueiro, LLC.
220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

VICE PRESIDENT

Carlos Ponce
c/o Alexander Sueiro
Perez-Abreu, Aguerreberre, & Sueiro, LLC.
220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603

SECRETARY

Carlos Ponce
c/o Alexander Sueiro
Perez-Abreu, Aguerreberre, & Sueiro, LLC.
220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

TREASURER

Carlos Ponce
c/o Alexander Sueiro
Perez-Abreu, Aguerreberre, & Sueiro, LLC.
220 Miracle Mile, Suite 203
Coral Gables, Florida 33134

ARTICLE VIII: INCORPORATORS

The name and address of the incorporator to these Article of Incorporation is:

Jose L. Baloyra, Esq.
GARCIA & BALOYRA
1101 Brickell Avenue,
South Tower, Suite 702
Miami, Florida 33131

The undersigned has/have executed these Articles of Incorporation this 16 day of Feb., 2001.



Jose L. Baloyra as INCORPORATOR

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jose L. Baloyra REGISTERED AGENT

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603

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