

**Electronic Articles of Incorporation
For**

P10000100701
FILED
December 14, 2010
Sec. Of State
rdunlap

MIAMI BEACH THEATER & SHOW DISTRICT ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MIAMI BEACH THEATER & SHOW DISTRICT ASSOCIATION, INC.

Article II

The principal place of business address:

407 LINCOLN ROAD
SUITE 2A
MIAMI BEACH, FL. US 33139

The mailing address of the corporation is:

407 LINCOLN ROAD
SUITE 2A
MIAMI BEACH, FL. US 33139

Article III

The purpose for which this corporation is organized is:

THE COMPANY IS BEING FORMED SOLELY FOR THE PURPOSE OF
 OPERATING AN ASSOCIATION FOR THE BENEFIT OF ESTABLISHING
AND MAINTAINING A THEATER AND SHOW DISTRICT ON MIAMI BEACH

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

The name and Florida street address of the registered agent is:

CRAIG M. DORNE, PA
407 LINCOLN ROAD
PENTHOUSE SOUTHEAST
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CRAIG M. DORNE, PRESIDENT

Article VI

The name and address of the incorporator is:

STEVEN POLISAR
407 LINCOLN RAOD
SUITE 2A
MIAMI BEACH, FLORIDA 33139

Incorporator Signature: STEVEN POLISAR

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P,D
STEVEN POLISAR
407 LINCOLN ROAD, SUITE 2A
MIAMI BEACH, FL. 33139 US