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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**WILLIAM S. POLLAK, P. A.**

19 W. FLAGLER STREET, SUITE 607  
MIAMI, FLORIDA 33130-4408

WILLIAM S. POLLAK, ESQ.  
ALSO ADMITTED IN:  
NEW YORK  
THE DISTRICT OF COLUMBIA

TELEPHONE: (305) 358-5088  
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January 18, 2011

Via FedEx US Airbill  
#8668 2342 9969

Department of State  
Division of Corporations  
The Clifton Building  
2661 Executive Center Circle  
Tallahassee FL 32301

Re: **Scenic Miami-Dade County, Inc.;** Articles of Incorporation, Designation of Registered Agent, and Acceptance as Registered Agent

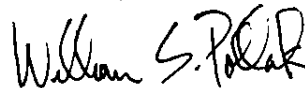
Dear Sir or Madam:

Enclosed for filing is an original "Articles of Incorporation of Scenic Miami-Dade County, Inc.," including a "Designation of Registered Agent" and "Acceptance as Registered Agent." I also enclose City National Bank Cashier's Check #0000000541062, dated today and drawn in favor of the Department of State in the amount of \$78.75, in payment of applicable filing fees, a Registered Agent Designation, and a certified copy of the file.

Please return the certified copies to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,



William S. Pollak, Esq.

WSP/  
enclosures stated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SCENIC MIAMI-DADE COUNTY, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME OF CORPORATION**

The name of the Corporation is **Scenic Miami-Dade County, Inc.**

**ARTICLE II: ADDRESS**

The principal street address and mailing address of the Corporation is 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408.

**ARTICLE III: CAPITAL STOCK**

The maximum number shares of capital stock that the Corporation is authorized to issue and have outstanding at any time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial name of the registered agent of this Corporation at that address is William S. Pollak. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE V: INCORPORATOR**

The name and address of the incorporator of this Corporation is:

William S. Pollak  
William S. Pollak, P.A.  
19 W. Flagler Street, Suite 607  
Miami, Florida 33130-4408

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors for this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

- a. William S. Pollak  
William S. Pollak, P.A.  
19 W. Flagler Street, Suite 607  
Miami, Florida 33130-4408
- b. Barbara K. Bisno  
1000 Venetian Way, #603  
Miami, Florida 33139-1010
- c. Peter R. Ehrlich, Jr.  
770 NE 69th Street, Unit 5-D  
Miami, Florida 33138-5764

#### **ARTICLE VII: PURPOSES**

The purposes for which the Corporation is organized are as follows:

- a. To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote enhancement of scenic approaches, improve community appearance, and foster establishment and preservation of scenic road systems.
- b. To promote education of the public about the economic, social, and cultural benefits of protecting and enhancing scenic resources and community appearance.
- c. To coordinate efforts to preserve and enhance visual resources.
- d. To provide information to appearance commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, government agencies, and other individuals and organizations interested in preserving and enhancing visual resources.
- e. To research, study, and analyze federal, state, and local policies affecting Miami-Dade County's visual appearance.
- f. To encourage and foster any other such activity that has the purpose of promoting appreciation and preservation of scenic resources within Miami-Dade County.
- g. To do anything, perform any act, and exercise any right or any power now or hereafter conferred by the laws of the State of Florida upon a corporation organized under Chapter 607 of the Florida Statutes and the laws of the State of Florida, and in general to carry on any of the activities herein set forth to the same extent and as fully as a natural person might or could do.

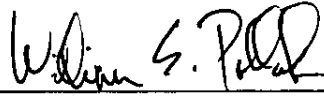
**ARTICLE VIII: INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX: DATE OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date of filing these Articles of Incorporation with the Secretary of State.

**IN WITNESS WHEREOF**, the undersign incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of January, 2011.



\_\_\_\_\_  
William S. Pollak

**DESIGNATION OF REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Scenic Miami-Dade County, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, Florida, has named William S. Pollak, located at William S. Pollak, P.A., 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408, as its agent to accept service of process within Florida.

SCENIC MIAMI-DADE COUNTY, INC.

By: William S. Pollak  
William S. Pollak, Incorporator

Dated: January 18, 2011

**ACCEPTANCE AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

William S. Pollak  
William S. Pollak, Registered Agent

Dated: January 18, 2011

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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