

Charter Number Only

199 000085642

9/28

Requestor's Name: Mark Rutecki  
Address: 100 SE 2nd St. #3350  
Miami, FL 33131  
City State ZIP Phone

347-4030A.

VALIDATION ONLY

800002998788-2  
-09/28/99-01010-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

JM PORTOFINO, INC.

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**ARTICLES OF INCORPORATION**  
**of**  
**JM PORTOFINO, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is: JM Portofino, Inc.

**ARTICLE II**  
**CORPORATE AND MAILING ADDRESS**

JM Portofino, Inc.  
c/o Mr. & Mrs. Brown  
300 South Point Drive # 3302  
Miami Beach, Fl. 33139

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**ARTICLE II**  
**NATURE OF BUSINESS**

The nature of the business will be to own real estate, and this is not limited to, doing all and everything necessary and proper for the successful operation of this corporation and for the protection and benefit of this corporation.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of share this corporation is authorized to have outstanding at any one time is One Thousand (1000) share of common stock, all of the same class, having no par value. The maximum number of shares authorized may be changed by amendment to these Articled of Incorporation according to the amendment procedure as outlined below.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred Dollars (\$100.00).

**ARTICLE VI  
TERMS OF EXISTENCE**

This corporation shall have perpetual existence commencing upon five (5) business days prior to the date of the filing of these Articles of Incorporation.

**ARTICLE VII  
INITIAL REGISTERED AGENT AND OFFICE**

Heather A. Rutecki, Esq.  
c/o Rutecki & Rutecki, P.A.  
100 S.E. 2nd St. 34th Floor  
Miami, FL 33131

The Board of Directors from time to time may move the Registered Agent of this corporation to any other office in the State of Florida or change the Registered Agent by filing the change with the secretary of the State of Florida.

**ARTICLE VIII  
BOARD OF DIRECTORS**

This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws of this corporation, but shall never be less than one.

**ARTICLE VIII  
INITIAL DIRECTORS NAMES AND ADDRESSES**

James Brown  
300 South Point Drive # 3302  
Miami Beach, Florida 33139

and

Monique Brown  
300 South Point Drive # 3302  
Miami Beach, FL 33139

The initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed.

**ARTICLE X  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

James Brown  
300 South Point Drive #3302  
Miami Beach, FL 33139

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made without the formalities of meeting by the Board of Directors and stockholders.

**ARTICLE XII  
MANAGEMENT**

All corporate powers shall be exercised by, and the business and affairs of this corporation shall be managed by, the Board of Directors of this corporation.

**ARTICLE XIII  
VOTING FOR DIRECTORS**

The stockholders vote for the Directors and be entitled to as many votes as shall equal the number of shares of stock held.

**ARTICLE XIV  
REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Article of Incorporation on this 25rd day of September, 1999.

James Brown  
James Brown, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared James Brown, known to me to be the person of Incorporation and acknowledged before me that she subscribed to these Article of Incorporation on this 25rd day of September, 1999.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:



Heather Ann Rutecki  
My Commission CC616482  
Expires January 27, 2001

Personally Known  Produced Identification   
Type of Identification Produced: \_\_\_\_\_

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

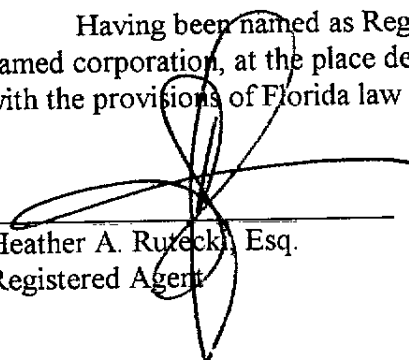
In compliance with §§ 48.091, 607.0501, and 607.0202(1)(g) Florida Statutes (1991), the following is submitted:

That JM Portofino Inc., desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation at City of Miami Beach, County of Miami-Dade, State of Florida has named as its Registered Agent to accept service of process in the State of Florida:

Heather A. Rutecki, Esq.  
c/o Rutecki & Rutecki, P.A.  
100 S.E. 2nd St., 34th Floor  
Miami, FL 33131

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.



\_\_\_\_\_  
Heather A. Rutecki, Esq.  
Registered Agent

**FILED**  
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TALLAHASSEE FLORIDA