P95000047516

Charter Number Only

RECEIVED
95 JUN 16 AM 10:21
DIVISION OF CORPORATION

VALIDATION ONLY

6-15-95 ZOILA

Carlos Lopez-Aguiar

Requester's Name

1040 SW 1 St

Address

Miami Fl 33130

City State ZIP Phone

305-545-7668

200001516282
-06/19/95--01026--010
*****122.50 *****122.50

CORPORATION(S) NAME

MIAMI FIFTH AVENUE INC.

FILED
95 JUN 19 PM 1:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution
( ) Mark
( ) Limited Partnership
( ) Annual Report
( ) Other
( ) Reinstatement
( ) Reservation
( ) Change of Registered Agent
(X) Certified Copy
( ) Photo Copies
( ) Certificate Under Seal
( ) Call When Ready
( ) Call If Problem
( ) After 4:30
(X) Walk In
( ) Will Wait
(X) Pick Up
( ) Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSER JUN 19 1995

CR2E031 (R8-85)

EMPIRE Toll Free: 1-800-432-3028

FILED
95 JAN 19 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIAMI 5TH AVENUE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: MIAMI 5TH AVENUE, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 ($500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 2324 N.W. 5th Avenue, Miami, Florida 33127. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 1036 S. W. First Street, Miami, Florida 33130.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

NAME	TITLE	ADDRESS
Edgar Miranda	President-Director	4807 S.W. 67th Ave. Apt. L8 Miami, Fl 33155
Elias Y. Saba	Secretary-Treasurer Director	(same)

ARTICLE X

The names and post office addresses of the subscribers to the

Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Edgard Miranda	4708 S.W. 67th Ave Apt. L8 Miami, Fl 33155	50
Elias Y. Saba	(same)	50

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 15th day of June, 1995.

______________________________(SEAL)
EDGAR MIRANDA

______________________________(SEAL)
ELIAS Y. SABA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared **Edgar Miranda** and **Elias** Y. Saba, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed. Identification: FL. D/L & PASSPORT.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 15th day of June, 1995.

NOTARY PUBLIC, STATE OF FLORIDA at Large

AMADA CANTERA LOPEZ
State of Florida
My Comm. Exp. Dec. 26, 1995
Comm. # CC 159[illegible]

My Commission Expires:

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

FILED
95 JUN 19 PM 1:41

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

That, 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 DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICE, INC., a Florida corporation located at 1036 Southwest First Street, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FLORIDA ANNUAL REPORT SERVICE INC.

By ______________________
AMADA CANTERA LOPEZ
PRESIDENT