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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1401 W. FLORIDA BLVD.
STATE OF FLORIDA SUITE 200
209 EAST GAIL STREET MIAMI FL 33135-302-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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FAX: (305) 541-3770

(((H96000000434))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: 402 MIAMI BEACH CORP., INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

402 MIAMI BEACH CORP., INC.

We, the undersigned, JERRY SUTTON and JOAN SUTTON

hereby associate ourselves 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, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:
402 MIAMI BEACH CORP., INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. to engage in any legal business.
- b. To make and carry out contracts for buildings, erecting, improving and repairing buildings, structures, improvements, warehouses, docks and structures of every kind and nature whatsoever.
- c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including issue and sale or

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Prepared by:
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420 Lincoln Rd. #40
Miami Beach, FL
33139
305-538-4431

other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 Shares of common stock of \$1.00 per value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE THOUSAND Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 1420 S. Bayshore Drive, Suite 405, Miami, Florida 33131 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be JERRY SUTTON - 1420 S. Bayshore Drive, Suite 405, Miami, Florida 33131.

ARTICLE VIII

The number of Directors of this corporation shall be not less than two (2) nor more than three (3).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

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until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Sutton	1420 S. Bayshore Drive, Suite 405, Miami, Florida 33131
Joan Sutton	1420 S. Bayshore Drive, Suite 405, Miami, Florida 33131

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Sutton - President	1420 S. Bayshore Drive, Suite 405, Miami, Florida 33131
Joan Sutton - Sec.-Treas.	1420 S. Bayshore Drive Suite 405, Miami, Florida 33131

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Jerry Sutton	1420 S. Bayshore Drive Suite 405, Miami, Florida 33131	98
Joan Sutton	1420 S. Bayshore Drive Suite 405, Miami, Florida 33131	2

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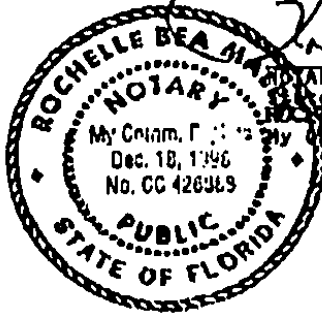
ARTICLE XIII

ACKNOWLEDGMENT

STATE OF FLORIDA }
COUNTY OF DADE } SS:

I HEREBY CERTIFY that on this 9th day of January
19 96, personally appeared before me, the undersigned Notary Public
in and for the State of Florida, JERRY SUTTON and JOAN SUTTON

parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at Dade County, Florida.



ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that 402 MIAMI BEACH CORP., INC.
(name of corporation)

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of _____
Miami, State of Florida, has named _____

located at 1420 S. Bayshore Drive
Suite 405, City of Miami, State of
Florida, as its agent to accept service of process within Florida.

Jerry L. Sutton
Subscriber
Jerry L. Sutton
Subscriber
JOHN SUTTON

Jerry L. Sutton
Corporate Officer
President
Title
Date: January 9, 1996

Having been named to accept service of process for the
above stated corporation, at the place designated in this Certifi-
cate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.

Jerry L. Sutton
Resident Agent
Date: January 9, 1996

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