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LAW OFFICES

JORGE M. ABRIL, P.A.

2801 PONCE DE LEON BLVD.
SUITE 470
CORAL GABLES, FL 33134

JORGE M. ABRIL

March 20, 1997

TELEPHONE (305) 448-2727
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**Via Federal Express
(Standard)**

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/21/97--01093--007
****131.25 ****131.25

Attn: Incorporation Department

Re: Miro (Miami), Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25, as the filing fee and cost in obtaining the Certificate and certified copy.

If you should require anything further or need additional information, please do not hesitate to contact the undersigned.

Sincerely,



RUDY J. MIRO
For the Firm

JMA:dlm
Enc.

FILED
97 MAR 21 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 27 1997

ARTICLES OF INCORPORATION
OF
MIRO (MIAMI), INC.

The undersigned Incorporator, for the purpose of forming a corporation under the State of Florida (FLORIDA BUSINESS CORPORATION ACT), as they now exist or may be amended, does hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I.

The name of the corporation is **MIRO (MIAMI), INC.**

ARTICLE II.

Principal Office. The initial principal place of business and mailing address of the corporation shall be 2801 Ponce de Leon Boulevard, Suite 470, Coral Gables, FL 33134.

ARTICLE III.

Duration. This corporation is to have perpetual existence.

ARTICLE IV.

Purpose. The general purposes for which the corporation is organized are the following:

- (a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- (b) To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V.

Capital Stock. The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE VI.

Preemptive Rights. The corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right is subject to modification in any written Shareholders' Agreements executed by all Shareholders of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII.

Initial Registered Agent and Street Address. The name and address of the initial Registered Agent is Jorge M. Abril, Esq., Jorge M. Abril, P.A., 2801 Ponce de Leon Boulevard, Suite 470, Coral Gables, FL, 33134.

ARTICLE VIII.

Incorporators. The name and address of the Incorporator is Jorge M. Abril, Esq., Jorge M. Abril, P.A., 2801 Ponce de Leon Boulevard, Suite 470, Coral Gables, FL 33134.

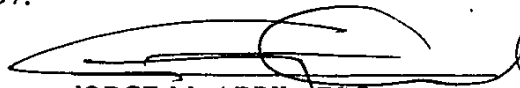
ARTICLE IX.

Amendment. The corporation reserves the right to amend or repeal any provisions contained in the these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X.

Indemnification. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

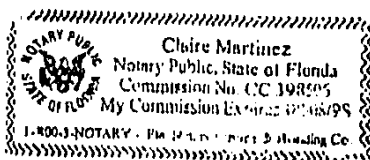
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 20th day of March, 1997.


JORGE M. ABRIL, ESQ.

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JORGE M. ABRIL, ESQ., who is known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath and acknowledged that he executed these Articles of Incorporation this 20th day of March, 1997.

My commission expires: 08/08/98




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

☒ Personally known ____ or
☐ Produced identification

Type of Identification

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: **MIRO (MIAMI), INC.**
2. The name and address of the Registered Agent and Registered Office is:

Jorge M. Abril, Esq.
2801 Ponce de Leon Boulevard
Suite 470
Coral Gables, FL 33134

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


REGISTERED AGENT

Dated: March 20, 1997

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97 MAR 21 AM 8:30
STATE
TALLAHASSEE, FLORIDA