

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000003985640--6  
-04/11/01--01008--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Miamagination Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$87.50 for Filing Fee, Certified Copy, and Certificate of Status.

FROM: Enzu Henry Castellanos

(Name)

241 N.W. South River Drive

(Address)

Miami, FL 33128-1530

(City, State & Zip)

305-326-1644

(Daytime Phone Number)

FILED  
01 APR 10 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
4/13

## ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

FILED  
01 APR 10 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### ARTICLE I

The name of this corporation is **MIAMAGINATION, INC.**, a Florida Corporation Not-for-Profit.

### ARTICLE II

The principle place of business and mailing address of this corporation shall be:

241 N. W. South River Drive  
Miami, FL 33128-1530

### ARTICLE III

The general nature of the objectives and purposes of this corporation shall be: To operate exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and any provisions of any future United States Internal Revenue Law.

### ARTICLE IV

The three Founding Directors are lifetime Board members and do not have to be elected. If one of the three Founding Directors resigns, s/he will be replaced by appointment by the other two Founding Directors. The Directors shall be elected by the Board at the annual meeting. The Nominating Committee shall notify the Board of the Directors nominated. Board Members can vote for the Directors nominated or for any other persons. The Officers of the organization, who shall also serve as members of the Board of Directors, shall be elected by the Directors at the annual meeting. Election of Officers and Directors shall be by the majority vote of the Directors voting. Directors shall be elected for a three-year term. The Board of Directors may fill vacancies upon recommendation of the Nominating Committee and election by a majority of the Directors then in office at any meeting in which a quorum is present.

### ARTICLE V

The names and street addresses of the initial Directors/Officers are:

Enzu Castellanos, President  
241 N.W. South River Drive  
Miami, FL 33128-1530

David Chaskes, Vice-President  
2996 Jackson Avenue  
Miami, FL 33133

Ominé Eager, Treasurer  
17350 S.W. 302 Street  
Homestead, FL 33030

### ARTICLE VI

The name and street address of the registered agent is:

Ominé Eager, Treasurer  
17350 S.W. 302 Street  
Homestead, FL 33030

ARTICLE VII

The name and street address of the incorporator is:

Enzu Castellanos  
241 N.W. South River Drive  
Miami, FL 33128-1530

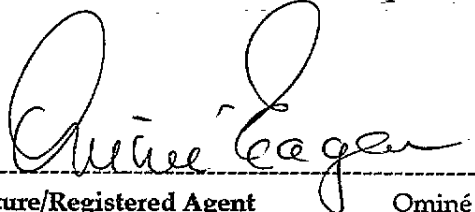
ARTICLE VIII

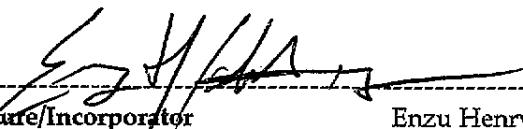
No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

\*\*\*\*\*  
Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent Ominé Eager

  
\_\_\_\_\_  
Signature/Incorporator Enzu Henry Castellanos

4/2/01  
Date  
4/2/01  
Date  
FILED  
01 APR 10 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA