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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

FLORIDA NON-PROFIT CORPORATION

Made In Miami Film & Video Festival, Inc.

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ARTICLES OF INCORPORATION

OF

Made In Miami Film & Video Festival, Inc.

A Florida Corporation Not For Profit

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ARTICLE I

The name of the corporation shall be Made In Miami Film & Video Festival, Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation shall be 492 NE 57th Street, Miami, FL 33137.

ARTICLE III

The purpose for which the Corporation is organized is to conduct film and video festivals.

The corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors 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 section 501(c) (3) purposes. 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

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 379-7907

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behalf of or in opposition to any candidate for public office.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Jack Wolfe Director and President
492 NE 57th Street
Miami, FL 33137

Karen Vissepo Director and Vice-President
492 NE 57th Street
Miami, FL 33137

Cesar Canton Director and Secretary
492 NE 57th Street
Miami, FL 33137

Rick Wolfe Director and Treasurer
492 NE 57th Street
Miami, FL 33137

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VI

The street address of the initial registered office of the Corporation is 492 NE 57th Street, Miami, FL 33137, and the name of the initial registered agent of the Corporation at that address is Karen Vissepo.

ARTICLE VII

The name and address of the incorporator for the Corporation is Karen Vissepo, 492 NE 57th Street, Miami, FL 33137.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this November 5, 2001.


Karen Vissepo

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO 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 **Made In Miami Film & Video Festival, Inc**
2. The name and address of the registered agent is: Karen Vissepo, 492 NE 57th Street, Miami, FL 33137.

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.


Karen Vissepo

Dated: *November 5, 2001*

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