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To:
    Division of Corporations
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From:
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FLORIDA NON-PROFIT CORPORATION

Miami Open City Arts Festival, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

MIAMI OPEN CITY ARTS FESTIVAL, INC.

The undersigned incorporator, for the purposes of forming a corporation in compliance with Chapter 617 F.S., hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Miami Open City Arts Festival, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 525 Ocean Drive. Golden Beach, FL 33160

ARTICLE III. PURPOSE

The purpose for which this corporation is organized is to PROMOTE THE DIFFUSION OF ART. Additionally, this corporation may engage in or transact ANY AND ALL LAWFUL ACTIVITIES OR BUSINESS NOT FOR PECUNIARY PROFIT for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the United States and of the State of Florida. Such purposes include, without limitation, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes.

Prepared by:
Patrick Vivies CPA, PA
700 E. Dania Beach Blvd. Suite 202
Dania, FL 33004
(954) 929-4475

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ARTICLE IV. INITIAL OFFICERS/DIRECTORS

This corporation shall have a minimum of three directors. A board of directors must consist of three or more individuals, in accordance with the provisions to be enunciated in the bylaws. The number of directors may be increased or decreased from time to time by amendment to the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation of the bylaws.

The names of the initial directors are:

Philippe Guttieres Lasry   President, Treasurer
Margo Grinman   Vice President
Linda La Rosa   Secretary

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Patrick Vivies, 700 E. Dania Beach Blvd. Suite 202 Dania, FL 33004

ARTICLE VI. LIMITATION OF LIABILITY

All directors, stockholders and officers, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, to the maximum extent permitted by law. The indemnification of each such person will be for any reasonable cost or expense in connection with the claim exposed by the person against whom the claim is made either for defense against the claim or for advice sought concerning the claim. The corporation will reimburse all such costs or expenses to any director, stockholder or director.

ARTICLE VII. VALIDITY OF SELF DEALING TRANSACTIONS

RULE: No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be affected or invalidated by the fact that any of the directors of the corporation is interested in a contract or transaction, or is a director or officer of any other corporation or is in any way connected with such person or person's firm or corporation.

SCOPE OF RULE: All directors may be a party or may be interested in such contract, act or transaction. All persons who may become a director of the corporation are hereby relieved from any liability that might otherwise exist for the benefit of any firm, association or corporation in which they may be in any way interested. All directors of the corporation may be counted in determining the existence of a quorum ot the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

LIMITS OF THE RULE: In order to benefit from the exemption of responsibility for self dealing in transactions where they have a special personal interest, directors will have to disclose the personal interest which they have in such a transaction to all members present at the meeting of the board of directors where a decision about this specific transaction is to be made. This specific disclosure is not necessary if the fact was already known by the board of directors and all members thereof present.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Patrick Vivies
700 E. Dania Beach Blvd.
Suite 202
Dania, FL 33004

The undersigned has executed these Articles of Incorporation this 9TH day of September 2003
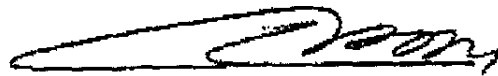
Patrick Vivies, Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: September 9, 2003

PATRICK VIVIES
Registered Agent

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