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TALLAHASSEE, FLORIDA

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Corporate Records Bureau
Division of Corporations
New Corporate Filings
Department of State
P.O. Box 6327
Tallahassee, FLA 32314

Re: CULTURE IN THE CITY, INC.

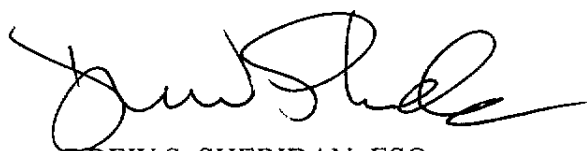
February 27, 2006

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for CULTURE IN THE CITY, INC. and my check for \$87.75 filing fee plus certificate of status. Please file articles for record and return certificate of status to me at above address.

Thank you for your kind attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Drew Sheridan', with a stylized flourish at the end.

DREW S. SHERIDAN, ESQ.

DS:ls

encl

**ARTICLES OF INCORPORATION
OF CULTURE IN THE CITY, INC.,**
a Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is CULTURE IN THE CITY, INC.

ARTICLE II DURATION

The corporation shall have perpetual duration.

ARTICLE III NOT FOR PROFIT CORPORATION

The corporation is a not for profit corporation.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of educational, cultural and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to sponsor and promote cultural lectures, exhibits, and performances and to disseminate information regard cultural activities in Miami-Dade County, Florida to the general public.

(b) The general purposes for which this corporation is formed are to operate exclusively for such cultural, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.]

ARTICLE IV - NON STOCK COMPANY

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and

privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 3803 Little Avenue Coconut Grove, Florida 33133.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

Registered Office. The address of the initial registered office of the Corporation is 3803 Little Avenue Coconut Grove, Florida 33133.

Registered Agent. Pursuant to §48.091 of the Florida Statutes, CULTURE IN THE CITY, INC. has named Roger A. Bogda as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ARTICLE VII - DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on March 1, 2006 at 3803 Little Avenue Coconut Grove, Florida at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at First Tuesday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a

statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Address
Roger A. Bogda	3803 Little Avenue Coconut Grove, FL 33133
Jonathan P. Rose	28 W. Flagler Street No. 305 Miami, Florida 33130
Treasurer: Torben Riise	13500 SW 108 th Street Circle Miami, Florida 33186

ARTICLE VIII - OFFICERS

The board of directors shall elect the following officers: president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Roger A. Bogda	President
Jonathan P. Rose	Secretary
Torben Riise	Treasurer

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Roger A. Bogda	3803 Little Avenue Coconut Grove, FL 33133
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ARTICLE X - BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI - CHARITABLE PURPOSES

The property of this corporation is irrevocably dedicated to charitable, cultural and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational and cultural purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII - AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on February 24, 2006.


INCORPORATOR

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared Roger A. Bogda, who executed the foregoing Articles of Incorporation and took an oath and states that the contents of the foregoing Articles of Incorporation are true and correct and that it is filed for the purposes therein expressed this 24th day of February 2006.




NOTARY PUBLIC

my commission expires:

☒ personally known

☐ identification produced: Florida driver's license

NOTARY PUBLIC-STATE OF FLORIDA
 **Drew Sheridan**
Commission # DD463139
Expires: SEP 12, 2009
Bonded Thru Atlantic Bonding Co., Inc.

FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0501 of the Florida Statutes, CULTURE IN THE CITY, INC., organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Corporation, in the State of Florida.

1. The name of the corporation is CULTURE IN THE CITY, INC.
2. The name and address of the registered agent and office of the Corporation is Roger A. Bogda of 3803 Little Avenue Coconut Grove, Florida 33133

Signature:  (SEAL)

Roger A. Bogda, President

Date: February 24, 2006

ACKNOWLEDGMENT: Having been named as registered agent and to accept service of process for this Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the duties, responsibilities and obligations of my position as registered agent of the corporation.

Signature:  (SEAL)

Roger A. Bogda Registered Agent

Date: February 24, 2006