

**ARTICLES OF INCORPORATION
FOR**

That's Miami Neighbors Inc.
(A-NOT-FOR PROFIT CORPORATION)

The undersigned, acting as incorporator of a corporation pursuant to charter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

That's Miami Neighbors Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS and MAILING ADDRESS

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

3160 Mundy Street Suite 219
Miami, Florida 33133

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, economic development and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as provided for in the by-laws. The corporation in its by-laws may establish classes of membership, but membership will be without any voting rights. Thereby vesting sole voting power in the Board of Directors.

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ARTICLE V – LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless as follows:

No part of the net earnings of the corporation shall inure to the benefit, 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 payment and distributions in furtherance of the purposes set forth in Article Three 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 provision of these articles, the corporation shall not carry on any 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 the corresponding section of any future federal tax code, or (b) by 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.

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 court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

**George Lyons Jr.
3160 Mundy Street Suite 219
Miami, Florida 33133**

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ARTICLE VII – INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors are as follows:

**George Lyons Jr.
3160 Mundy Street Suite 219
Miami, Florida 33133**

**Jeannie Powell
8925 SW 126th Terr
Miami, Florida 33176**

ARTICLE VIII

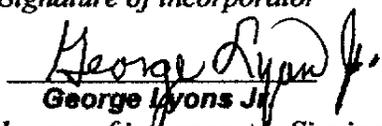
The name and the street address of the incorporator (s) for these Articles of Incorporation is:

**George Lyons Jr.
3160 Mundy Street Suite 219
Miami, Florida 33133**

The undersigned incorporator, (s) has (have) executed these Articles of Incorporation

This 1 *day of* March 2004

Signature of incorporator


George Lyons Jr.

Typed name of incorporator Signing

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501 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:*

That's Miami Neighbors Inc.

2. *The name and address of the registered agent and office is:*

**George Lyons Jr.
3160 Mundy Street Suite 219
Miami, Florida 33133**

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.

Signature

George Lyons Jr.
Date: March 1 2008

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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