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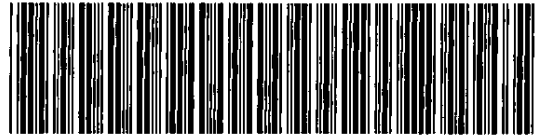
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*



**delancyhill**

a professional association  
attorneys-at-law

June 29, 2006

**VIA US MAIL**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: LITTLE HAVANA MERCHANTS ASSOCIATION, INC.**

Dear Sir/Madam:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned organization. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee, registered agent fee and certified copy fee. Please return the certified copy of the Articles of Incorporation at the below address. If you have any questions, please call our offices at (786) 777-0184.

Sincerely,

**DELANCYHILL, P.A.**

Suzette A. Ottey  
Legal Assistant to Marlon A. Hill

Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**Little Havana Merchants Association, Inc.**  
**(a corporation not for profit)**

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. **NAME.**

The name of this corporation is

Little Havana Merchants Association, Inc. (the "Association")

2. **PURPOSES.**

(a) This Association is organized and shall operate exclusively for exempt purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. This Association may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes: In furtherance of such purposes, this Association may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this Association is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Association may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other

instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Association, wheresoever situated; and

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a Association organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Association, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this Association may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this Association shall inure to the benefit of or be distributed to any member, director or officer of the Association or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) In the event of the complete or partial liquidation or dissolution of the Association, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Association's property or proceeds therefrom, and the balance of all money and other property received by the Association

from any source, after the payment of all debts and obligations of the Association, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this Association shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-one (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Association. The Association may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

4. **TERM OF EXISTENCE.**

This Association shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Association is 1442 S.W. 8<sup>th</sup> Street, Little Havana, Miami, FL 33135.

6. **MEMBERS.**

This Association shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

NAME	ADDRESS
Carole-Ann Taylor	1442 S.W. 8 <sup>th</sup> Street Miami, FL 33135
Willy Gort	600 Brickell Avenue, Suite 301 Miami, FL 33131
Jaesyn Mixon	1442 S.W. 8 <sup>th</sup> Street Miami, FL 33135

Successors shall be elected pursuant to the By-laws of the Association.

**7. NAME AND ADDRESS OF INCORPORATOR.**

The name and address of the Incorporator of this Association is Carole-Ann Taylor, 1442 S.W. 8<sup>th</sup> Street, Miami, FL 33135.

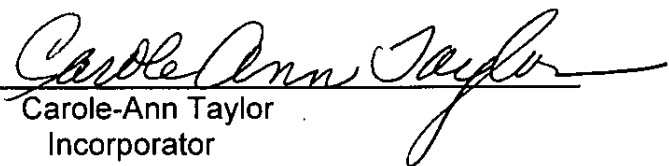
**8. NAME AND OFFICE OF REGISTERED AGENT.**

The street address of this Association's initial registered office and the name of this Association's initial registered agent at such address is Carole-Ann Taylor, 1442 S.W. 8<sup>th</sup> Street, Miami, FL 33135.

**9. BY-LAWS.**

The By-laws of this Association may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

**IN WITNESS WHEREOF**, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 28<sup>th</sup> day of June 2006.

By:   
Carole-Ann Taylor  
Incorporator

**CERTIFICATE DESIGNATING OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not for Profit Corporation Act.

Little Havana Merchants Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1442 S.W. 8<sup>th</sup> Street, Miami, FL 33135, has named Carole-Ann Taylor of 1442 S.W. 8<sup>th</sup> Street, Miami, FL 33135 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Carole-Ann Taylor hereby states that it is familiar with, and accepts, the obligations of such appointment.

Date: June 28, 2006

By:

  
Carole-Ann Taylor  
Registered Agent

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06 JUL -5 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA