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FLORIDA PROFIT/NON PROFIT CORPORATION

overtown benefit, inc.

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ARTICLES OF INCORPORATION

07 MAY -3 AM 11:21

FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OVERTOWN BENEFIT, INC.
(A-NOT-FOR PROFIT CORPORATION)**

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

ARTICLE I - NAME

The name of this corporation shall be:

OVERTOWN BENEFIT, INC.

ARTICLES II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

1600 NW 3rd Ave
BLDG D
MIAMI, FL 33136

ARTICLE III - PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, 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 may established 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 CORPORATION POWERS

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

No part of the net earnings of the corporation shall inure to the benefit of, 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 payments and distributions in furtherance of the purposes set forth in Article Third 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 other 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.

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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to 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:

Marvin B. Seidman
1730 Biscayne Blvd, Suite 201G
Miami, Fl. 33132

ARTICLE VII - INTIAL BOARD OF DIRECTORS

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

Irby McKnight
1600 NW 3rd Ave
BLDG D
Miami, Fl 33136

Terry Jackson
1326 NW 1st Place Apt 2
Miami, Fl 33136

Annie Clayton
536 NW 19 Street
Miami, Fl 33136

ARTICLE VIII - INCORPORATOR

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

Marvin B. Seidman
1730 Biscayne Blvd Suite 201 G
Miami, Fl 33132

The undersigned incorporator (s) has (have) executed these Articles of Incorporated this 3rd day of May, 2007.

Signature of the Incorporator



Marvin B. Seidman
Typed name of incorporator signing

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

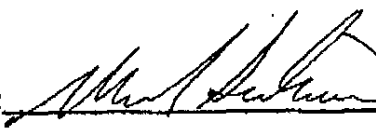
Pursuant to the provision of sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

- 1. The name of the corporation is : OVERTOWN BENEFIT, INC.
- 2. The name and address of the registered agent and office is:

Marvin B. Seidman
1730 Biscayne Blvd #201 G
Miami, Fl. 33133

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TALLAHASSEE, FLORIDA

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: 

Date: 5-3-07

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