

To: FI Dep State/
Subject: 001575.76454

From: Tracy Spear

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No 700000509

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FLORIDA PROFIT/NON PROFIT CORPORATION
DOWNTOWN ENTERTAINMENT DISTRICTS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
DOWNTOWN ENTERTAINMENT DISTRICTS ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The corporate name for the corporation shall be **DOWNTOWN ENTERTAINMENT DISTRICTS ASSOCIATION, INC.**

ARTICLE II - STREET AND MAILING ADDRESS

The street and mailing address of the initial principal office of the corporation shall be The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE III - CORPORATE PURPOSE

The purpose of the corporation shall be to develop, foster, market and promote the common interests of the entertainment districts located in downtown Miami, Florida, and now known as "Park West Entertainment District," "Overtown Entertainment District," and "Media Entertainment District," in a manner consistent with the requirements and limitations of Section 617.0301, Florida Statutes.

ARTICLE IV - ELECTION OR APPOINTMENT OF DIRECTORS

The corporation shall have a Board of Directors consisting of at least one director that shall be elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

ARTICLE V - MEMBERSHIP

Initially, the corporation shall have no members, but the Board of Directors may hereafter create one or more classes of members, as provided for in the bylaws of the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of initial registered office of the corporation is The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134, and its initial registered agent at such address is Peter A. Gonzalez.

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ARTICLE VI – SOLE INCORPORATOR

The name and address of the corporation's sole incorporator is Peter A. Gonzalez, The Colonnade
– Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.



Peter A. Gonzalez, Esq., Incorporator

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REGISTERED AGENT'S STATEMENT OF ACCEPTANCE

Having been named as registered agent and to accept service of process for Downtown Entertainment Districts Association, Inc. at the place designated in its Articles of Incorporation, I hereby accept the appointment as registered agent for Downtown Entertainment Districts Association, Inc. 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



Peter A. Gonzalez, Esq., Registered Agent

Date: October 26, 2007

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