

**Electronic Articles of Incorporation
For**

N09000011010
FILED
November 13, 2009
Sec. Of State
tburch

MIAMI INNOVATION FUND, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MIAMI INNOVATION FUND, INC.

Article II

The principal place of business address:

1395 BRICKELL AVENUE
SUITE 700
MIAMI, FL. US 33131

The mailing address of the corporation is:

1395 BRICKELL AVENUE
SUITE 700
MIAMI, FL. 33131

Article III

The specific purpose for which this corporation is organized is:

TO BE OPERATED EXCLUSIVELY AS A NOT-FOR-PROFIT BUSINESS
WITHIN THE MEANING OF SECTION 501(C)(6) OF THE INTERNAL
REVENUE CODE, INCLUDING PROVIDING EDUCATION AND INVESTMENT
OPPORTUNITIES FOR EARLY STAGE COMPANIES AND THEIR
INVESTORS.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE COMPANY'S BYLAWS.

Article V

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

DOUGLAS L O'KEEFE
1395 BRICKELL AVENUE
SUITE 700
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DOUGLAS O'KEEFE

Article VI

The name and address of the incorporator is:

DOUGLAS L. O'KEEFE
1395 BRICKELL AVENUE
SUITE 700
MIAMI, FL 33131

Incorporator Signature: DOUGLAS L. O'KEEFE

Article VII

The effective date for this corporation shall be:

11/13/2009