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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
The Miami Rail Publishing Corporation

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July 10, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE

SUBJECT: THE MIAMI RAIL PUBLISHING COMPANY, INC.
REF: W13000038330

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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Diane Cushing
Regulatory Specialist II Supervisor
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NAME : EMPIRE CORP
FAX : 3056339696
TEL : 3056343694
SER.# : BR087J612820

TRANSMISSION VERIFICATION REPORT

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**ARTICLES OF INCORPORATION
OF
THE MIAMI RAIL PUBLISHING CORPORATION
A FLORIDA CORPORATION NOT FOR PROFIT**

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ARTICLE I

NAME

The name of the Corporation is The Miami Rail Publishing Corporation.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

1. The specific and primary purpose for which the Corporation is formed is:

(a) to provide a record of our time and place via cultural criticism both in print and online.

(b) to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

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corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article.

ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Nina Johnson, 986 NE 84 Street, Miami FL 33138.

ARTICLE VI

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

- (a) The Corporation shall have no members.
- (b) The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The members of the Board of Directors shall be elected or appointed pursuant to the method set forth in the Bylaws of the Corporation. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

Phong Bui, 99 Commercial Street #32 Brooklyn NY 11222

John Joseph Lin, 9 Island Avenue Apt. 2002, Miami Beach FL 33139

Nina Johnson, 986 NE 84 Street Miami FL 33138

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(c) Elective Officers. The officers of the Corporation shall be a president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under these Articles of Incorporation are:

President: Nina Johnson
Secretary: Phong Bui
Treasurer: John Joseph Lin

ARTICLE VII

PRINCIPAL OFFICE

The principal office of the Corporation is 2519 NW 2nd Ave Miami FL 33127.

ARTICLE VIII

REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE

The name and address of the Corporation's initial registered agent in the State of Florida is Stewart A. Merkin Esq., 174 N.E. 96th St., Miami, FL 33138.

ARTICLE IX

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be

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distributable to its directors, 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 these Articles of Incorporation.

(b) 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 against any candidate or party for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent allowed by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an

action by or in the name of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE XI

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XIII


DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court

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shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the President of the Corporation has executed these Articles of Incorporation this 26 day of June, 2013.

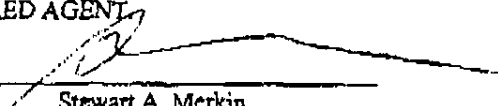

Nina Johnson, President

ACCEPTANCE OF REGISTERED AGENT

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 OF 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.

DATE: June 25 2013

SIGNATURE


Stewart A. Merkin
Registered Agent

Filed By:
Stewart A. Merkin, Esq.
174 N.E. 96th St.
Miami, Florida 33138
Tel. (305)357-5556
Fla. Bar No. 153444

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