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FILED
96 FEB 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 8, 1996

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****122.50 ****122.50

VIA REGULAR MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SOUTH BEACH BUSINESS GUILD, INC.

Dear Sir/Madame:

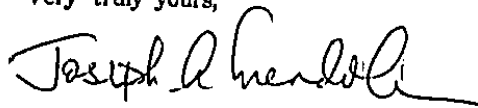
Enclosed please find the following:

1. an original and one (1) copy of the Articles of Incorporation for the South Beach Business Guild, Inc.;
2. a check in the amount of one hundred and twenty-two dollars and 50/100 (\$122.50) as and for the filing fee; and
3. a self-addressed stamped return envelope.

I ask that you kindly file the original Articles, "file stamp" the copy and return it to me in the enclosed envelope.

Thank you for your cooperation. Please contact me should you have any questions.

Very truly yours,


Joseph A. Mendola

Joseph A. Mendola GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Address
DATE 2-15-96
DOC. EXAM 44

KATHY H FEB 15 1996

ARTICLES OF INCORPORATION
OF
THE SOUTH BEACH BUSINESS GUILD, INC.
(A Non-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, in order to form a non-profit corporation under the laws of the State of Florida pursuant to FS 617.013, adopt the following Articles of Incorporation:

ONE: The name of this corporation is THE SOUTH BEACH BUSINESS GUILD, INC. (the "Corporation.") Located at: 1205 Drexel Avenue Miami Beach, Florida 33139

TWO: The name and address of the registered agent of the Corporation, as set forth in the annexed Certificate of Designation of Registered Agent/Registered Office, is: Joseph A. Mendola, Esq., 1069 Euclid Avenue, Suite 201, Miami Beach, FL 33139.

THREE: The specific purpose for which the Corporation is organized is to transact any and all lawful business and have all the corporate powers enumerated in the Florida General Corporation Act.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code.

FOUR: The number of initial directors of the Corporation is three (3). Directors shall be elected and shall serve pursuant to the provisions of the By-Laws of the Corporation.

FIVE: The names and addresses of the incorporators of the Corporation are:

Keith Cromley
5050 Biscayne Blvd.
Miami, FL 33137

T. Neil Fritz
1205 Drexel Avenue
Miami Beach, FL 33139

Jack Spirk
1000 West Avenue
Miami Beach, FL 33139

SIX: The period of duration of the Corporation shall be perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of the Corporation are as follows:

The Corporation shall have one (1) class of membership. Any person or entity shall be qualified to become a member upon (a) payment of the initial dues in such amount as shall be fixed by the board of directors and (b) compliance with all other requirements for membership as set forth in the By-Laws of the Corporation. Said person/entity shall continue as a member upon paying the annual dues in such amount as shall be fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed from time to time, by the board of directors.

Additional provisions specifying the rights and obligations of members are contained in the Bylaws of the Corporation.

EIGHT: A majority of the board of directors may designate an executive committee to exercise the authority of the full board, except to (a) approve or recommend actions the membership must vote upon, (b) chose candidates for directors or fill vacancies on the board or executive committee, or (c) amend these Articles of Incorporation or the By-Laws of the Corporation.

NINE: The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the fullest extent permitted by law.

TEN: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the members is subject to this reservation.

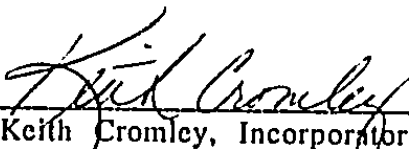
ELEVEN: (a) Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

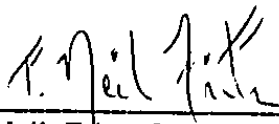
(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

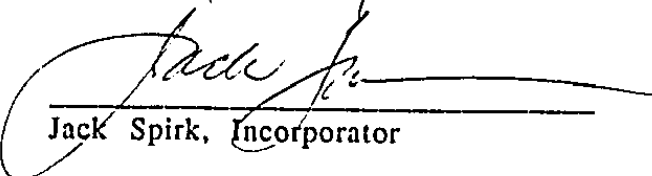
(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: January 30, 1996


Keith Cromley, Incorporator


T. Neil Fritz, Incorporator


Jack Spirk, Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH FS 607.050, THE FOLLOWING IS
SUBMITTED:

That ^{THE} South Beach Business Guild, Inc. desiring to organize and
qualify under the laws of the State of Florida, with its principal place
of business located in Miami Beach, Florida, has named JOSEPH A.
MENDOLA, ESQ., 1069 Euclid Avenue, Suite 201, Miami Beach, Florida
33139 as its agent to accept Service of Process within Florida.

Signature: Joseph A. Mendola

Joseph A. Mendola

Date: January 30, 1996

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Mendola
36 W 22nd St
#15
NY NY 10010

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 5/6

96 APR 29 PM 4:16

FILED
CORPORATION
SECRETARY
STATE OF NEW YORK



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1508(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of Florida submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: THE SOUTH BEACH BUSINESS
GUILD, INC.

2. The street address of the current registered office:

1069 EUCLID AVE.
SUITE 201
MIAMI BEACH, FL 33139

3. The street address of the new registered office:

c/o FRITZ
1205 DREXEL AVENUE
MIAMI BEACH, FL 33139

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STATE
CORPORATIONS
DIVISION
APR 23 PM 4:16

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: 4-24-96

Joseph A. Mendola
(Signature of Registered Agent)

JOSEPH A. MENDOLA
(Printed or Typed Name)