

N9800000681

Charted Number Only

12/29/97. Diane

VALIDATION ONLY

Steven Michael Polisar
Requestor's Name
407 Lincoln Road #11B
Address
Miami Beach, FL 33139
City State ZIP Phone
531-8400K

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-12/31/97--01011--024
*****70.00 *****70.00

CORPORATION(S) NAME

Miami Beach Entertainment Association

FILED
98 FEB -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N97-28969

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/31/97

789,513,626,2295,2550

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1997

EMPIRE

MIAMI, FL

SUBJECT: MIAMI BEACH ENTERTAINMENT ASSOCIATION
Ref. Number: W97000028969

We have received your document for MIAMI BEACH ENTERTAINMENT ASSOCIATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix 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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00061021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI BEACH ENTERTAINMENT ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under the Not-for-Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is Miami Beach Entertainment Association, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas 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 IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the State of Florida of the initial registered office of the Corporation is 407 Lincoln Road, Suite 11B, Miami Beach, Florida 33139, and the name of the initial registered agent at such address is Woody Graber.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Florida. The election of directors is as stated in the By-Laws.

⏪ ⏴ ⏵ ⏩

Steven Polisar Woody Graber
407 Lincoln Road, Suite 11B 407 Lincoln Road, Suite 11B
Miami Beach, Florida 33139 Miami Beach, Florida 33139

Greg Brier
407 Lincoln Road, Suite 11B
Miami Beach, Florida 33139

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Woody Graber
407 Lincoln Road, Suite 11B
Miami Beach, Florida 33139

signature this 7th day of February,


 Woody Graber SUBSCRIBER

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared WOODY GRABER, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed the same for the purposes therein expressed.

NOTARY PUBLIC
State of Florida at Large

3

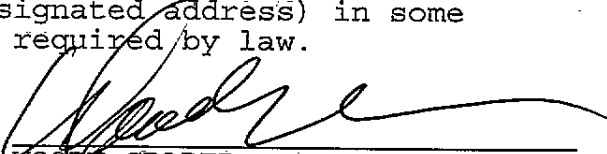
CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE

The following is submitted in compliance with law.

Miami Beach Entertainment Association, Inc., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 407 Lincoln Road, Suite 11B, Miami Beach, Florida 33139, hereby designates Woody Graber, as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

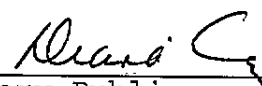

WOODY GRABER

STATE OF FLORIDA
COUNTY OF MIAMI - DADE

BEFORE ME, the undersigned authority, this day personally appeared WOODY GRABER, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of February, 1998.

(SEAL)



Notary Public
State of Florida
My Commission Expires:



DIANA CRUZ
My Commission CC525222
Expires Feb. 23, 2000

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CLERK OF STATE
TALLAHASSEE, FLORIDA