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

May 20, 1998

RE: Articles of Incorporation for SOUTH MIAMI MERCHANTS, INC.

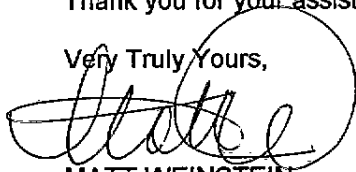
Gentlemen:

Enclosed are proposed Articles of Incorporation and Registered Agent designation for the Corporation named above. My check for \$70.00 is also enclosed to cover the Registered Agent and filing fees. Please return the copy with your filing stamp. A certified copy of the Articles is not necessary.

Please prepare an acknowledgment for this corporation, and return it and the date stamped copy to this office.

Thank you for your assistance in this matter.

Very Truly Yours,


MATT WEINSTEIN

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-05/22/98-01108-005
*****70.00 *****70.00

Max

Encl: Articles, check

FILED
98 MAY 22 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/27/98

**Articles of Incorporation
of
South Miami Merchants, Inc.**

FILED
98 MAY 22 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A corporation not for profit organized under the laws of Florida

The undersigned, for the purpose of forming a Not for Profit Corporation, do hereby make and adopt the following Articles of Incorporation:

Article I - Name

The name of this Corporation is: SOUTH MIAMI MERCHANTS, INC.

Article II - Not for profit

The Corporation is a Corporation Not for Profit organized pursuant to Chapter 617 of the laws of The State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, trustees, directors or officers except to the extent permissible under law for non-profit corporations. The Corporation is a Non-stock corporation and shall not issue shares of stock.

Article III - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

6796 Southwest 62d Ave., South Miami, FL 33143

Article IV - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article V - Purpose

This Corporation is organized and shall be maintained exclusively for the following purposes:

A. To advance and promote the interests of merchants and businesses in the South Miami area; to exchange ideas and information among such businesses; to develop and encourage high standards of service and commerce among such merchants and businesses; to advance and promote awareness among the general public of the activities and businesses in the South Miami area;

B. To exercise all powers conferred by the State of Florida upon non-profit corporations; including the power to acquire by donation, contribution, gift or bequest; or by purchase or lease any property, funds, or assets, without limitation as to amount or value; and the power to hold, manage, use or invest such property, funds, or assets, and the income thereof; and to convey, donate or dispose of same, for the purposes stated herein;

C. To do such other things as are necessary or incidental to the above stated purposes of the corporation.

D. The corporation may not engage in any profit making business or enterprise except as necessary or incidental to the above stated purposes of the corporation.

Article VI - Powers

The Corporation shall have all the Powers enumerated in the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, et. seq., including, without limiting the generality of the foregoing, to acquire, by bequest, devise, gift or purchase any property of any sort and to hold, invest, reinvest, manage, use, apply, sell, lease, mortgage or convey any such property and the income or proceeds therefrom, for any of the charitable or educational purposes herein set forth.

Article VII - Membership

Membership in the Corporation and the rights and privileges thereof shall be open to any persons approved by the members of the Corporation pursuant to the terms of these articles or any by-laws enacted under them. The Corporation shall have voting members who shall be elected and may be removed by the voting members. The Voting members may adopt by-laws that provide for the qualifications for admission of voting members, for the payment of dues and other conditions for retention of membership; and that may provide for admission of non-voting members who shall have such rights and privileges as are provided under the by-laws but not the right to vote. The Corporation shall issue certificates of membership to each member in a form adopted by the Directors of the Corporation or provided for in the by-laws.

The initial Voting members shall be:

MICHAEL MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143.

GRANT MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143

ALBERT ELIAS, 7150 Southwest 62d Ave., South Miami, FL 33143

Article VII - Directors

The management of the Corporation shall be by a Board of Directors, which shall be not less than three at any time but which may be more as set forth in the by-laws. Other than the initial Directors named below, Directors shall be elected by the voting members not less often than annually and shall serve until their successors are elected and qualified. The President, Vice-President if any, Secretary, if any, and Treasurer shall be members of the Board of Directors. The initial Directors shall be:

MICHAEL MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143.

GRANT MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143

ALBERT ELIAS, 7150 Southwest 62d Ave., South Miami, FL 33143

Article VIII - Officers

The Directors shall initially appoint a President, who shall serve until his or her successor is elected, and may appoint such officers as they shall deem necessary or as shall be provided in the by-laws. The By-Laws shall provide for a President and Treasurer and may provide for such other offices and officers as the Directors shall establish. The office of Treasurer may be combined with any other office except President. Officers shall be elected as provided in the by-laws.

Article IX - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is:

6796 Southwest 62d Ave., South Miami, FL 33143

The initial Registered Agent of the Corporation at that address is:

MICHAEL MILLER

Article X - Incorporators

The name and address of the persons signing these Articles of Incorporation are:

MICHAEL MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143.

GRANT MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143

ALBERT ELIAS, 7150 Southwest 62d Ave., South Miami, FL 33143

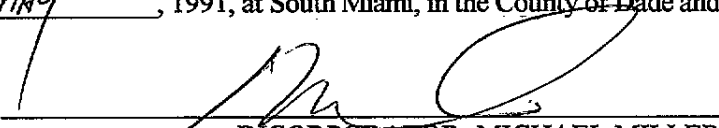
Article XI - Bylaws

The sole power to adopt, amend or repeal Bylaws shall be vested in the voting members. The By-Laws may not contain provisions inconsistent with these articles.

Article XII - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto.

IN WITNESS WHEREOF the Undersigned Incorporators have executed these Articles of Incorporation this 18th day of MAY, 1991, at South Miami, in the County of Dade and State of Florida.


INCORPORATOR, MICHAEL MILLER


INCORPORATOR, GRANT MILLER


INCORPORATOR, ALBERT ELIAS

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared:

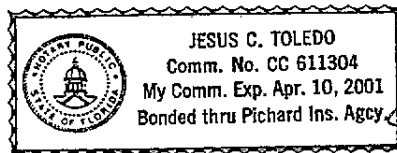
MICHAEL MILLER, [id personally known

GRANT MILLER, [id personally known and

ALBERT ELIAS, [id personally known

who, being known by and to me, or who produced the forms of identification stated above, executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and seal this 18 day of MAY, 1991.




NOTARY PUBLIC, State of Florida

FILED
98 MAY 22 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of
SOUTH MIAMI MERCHANTS, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 18 day of May, 1998.



REGISTERED AGENT, MICHAEL MILLER