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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: NORTH BEACH MERCHANTS ASSOCIATION, INC.

AUDIT NUMBER.....H98000010630

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.F.A.

CERT. OF STATUS..1

PAGES.....

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**ARTICLES OF INCORPORATION
FOR
NORTH BEACH MERCHANTS ASSOCIATION, INC.**

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE -I-

NAME

The name of the corporation shall be: NORTH BEACH MERCHANTS ASSOCIATION, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:
7303 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33141

ARTICLE -III -

PURPOSES

The specific purposes for which the corporation is organized are:

- a) TO PROMOTE AND ENHANCE NORTH BEACH BUSINESSES

**ARTICLE -III-
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is as follows:

- a) The manner of election is going to be stated in the bylaws of the Corporation

Prepared by: Julio Lora, 420 Lincoln Road Suite 203, Miami Beach, Florida 33139
Tel: 535-4264

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ARTICLE -V-

LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: as Florida Statutes provide.

ARTICLE -VI-

INITIAL REGISTERED AGENT AND STREET ADDRESS

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

DAVID ROMAN, 7306 COLLINS AVE, MIAMI BEACH, FL 33141

ARTICLE -VII-

INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

| | | |
|--------------------|------------------------------|----------------|
| DAVID ROMAN | 7306 COLLINS AVE MB FL 33141 | President |
| MARCO SALA | 6720 COLLINS AVE MB FL 33141 | Vice-President |
| LIBIA SANCHEZ | 6734 COLLINS AVE MB FL 33141 | Secretary |
| ADELINO DOS SANTOS | 6650 COLLINS AVE MB FL 33141 | Treasurer |

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The undersigned incorporator(s) have executed these articles of incorporation this June 5, 1998

Signatures of the incorporators

x David Roman

President

+ Spencer S. S. S.

Vice-President

x Kevin S. S.

Secretary

x Debra da S.

TREASURER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation: NORTH BEACH MERCHANTS ASSOCIATION, INC.

The name and address of the initial registered agent and office is:

DAVID ROMAN, 7306 COLLINS AVE MIAMI BEACH, FL 331 41

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: David Roman

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