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## FLORIDA PROFIT CORPORATION OR P.A.

MAYORS SUMMIT OF THE AMERICAS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION**  
**OF**  
**MAYORS SUMMIT OF THE AMERICAS, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act:

**I.**  
**NAME**

The name of this corporation is Mayors Summit of the Americas, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 200 Biscayne Boulevard, Suite 1818, Miami, Florida 33131.

**II.**  
**EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be April 27, 1999, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.**  
**PURPOSE**

The Corporation is organized as a not for profit corporation for the purposes as set forth in section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and for the specific purpose of assisting and supporting the planning and execution of the Mayors Summit of the Americas 1999 ("Summit"). The purposes of this Corporation will include the following: (1) organizing and hosting of special events surrounding the Summit; (2) promoting the greater Miami area and the State of Florida in areas such as international trade, economic development, tourism, education, the arts, and cultural exchange; (3) providing support and coordination for housing and hospitality for people in Miami because of the Summit; (4) serving as an information center; (5) developing and promoting a statewide plan of activities for both during and after the Summit that focuses on the State of Florida and the City of Miami's role as the international center of the Americas; and (6) subject to this Article, to engage in such other activities as may be reasonably necessary to carry out the foregoing purposes.

Prepared by:  
Juan T. O'Naghten  
Fla. Bar No.: 305774  
Suite 200  
2665 South Bayshore Drive  
Miami, Florida 33133

(305) 285-6800

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**IV.  
MEMBERS**

The Corporation shall not have any members.

**V.  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 200, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.  
DIRECTORS**

The number of directors constituting the board of directors of the corporation and the method of their appointment shall be determined in accordance with the Bylaws, but shall not be less than three (3) and not more than fifty (50).

**VII.  
INCORPORATOR**

The incorporator is Juan T. O'Naghten and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on April 27, 1999.

  
\_\_\_\_\_  
Juan T. O'Naghten, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Mayors Summit of the Americas, Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 817.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: April 27, 1999

  
\_\_\_\_\_  
Juan T. O'Naghten, Registered Agent

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