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July 15, 1999

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Miami Entertainment Association, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with our check in the amount of \$78.75, representing the cost of the filing fee, a certified copy of Articles of Incorporation and the fee for registered agent designation.

Sincerely,

David M. Rogero

David M. Rogero

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: Miami Entertainment Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation:

c/o Greater Miami Chamber of Commerce
Omni International Complex
1601 Biscayne Boulevard
Miami, Florida 33132-1260

ARTICLE III. PURPOSE(S)

The specific purpose(s) for which the corporation is organized is to promote the entertainment and related industries in the Greater Miami area, to offer to businesses and individuals in the entertainment and related industries in the Greater Miami area the benefits of a local trade association, to promote the creation of jobs in the entertainment and related industries in the Greater Miami area, and to promote other economic development.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND REGISTERED ADDRESS

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

David M. Rogero, Esq.
Akerman, Senterfitt & Eidson, P.A.
One Southeast Third Avenue, 28th Floor
Miami, Florida 33131

Prepared by: David M. Rogero, Esq.
Akerman, Senterfitt & Eidson, P.A.
One Southeast Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 212172

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ARTICLE VI. INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation:

William O. Cullom
Greater Miami Chamber of Commerce
1601 Biscayne Boulevard
Miami, Florida 33132-1260

Seth Gordon
Citigate Gordon Diaz-Balart
444 Brickell Avenue, Suite 1050
Miami, Florida 33131

ARTICLE VII. EFFECTIVE DATE

The effective date of this corporation shall be upon the filing of these articles of incorporation.

ARTICLE VIII. TAX EXEMPTION PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized as a business league, not for profit, under Section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code.


b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. Notwithstanding any provision of this document, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon dissolution of the organization, assets shall be distributed by the Directors in their sole discretion to an organization described in Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government or a state or local government for a public purpose.

Dated July 14, 1999.


William O. Cullom, Incorporator

7/14/99
Date


Seth Gordon, Incorporator

7/14/99
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

7-15-99

Date

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TALLAHASSEE, FL 32399