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ACCOUNT NO. : 072T00000032

REFERENCE : 379599 11740A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizot

ORDER DATE : September 20, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 379599-005

CUSTOMER NO: 11740A

CUSTOMER: Deborah R. Waks, Esq.
DEBORAH R. WAKS, ESQ
DEBORAH R. WAKS, ESQ
Suite A
7103 Southwet 102 Avenue
Miami, FL 33173

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DOMESTIC FILING

NAME: RED SUNSET MERCHANTS
ASSOCIATION OF SOUTH MIAMI,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 5:26

99 SEP 20 PM 5:26
JALAHASSEL
LORRA

ARTICLES OF INCORPORATION

OF

RED SUNSET MERCHANTS ASSOCIATION OF SOUTH MIAMI, INC.
A NON-PROFIT CHARITABLE ORGANIZATION

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The undersigned, for the purpose of forming a Non-Profit corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a not for profit corporation.

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Red Sunset Merchants Association of South Miami, Inc. The business address of the corporation is 7103 S.W. 102 Avenue, Suite A, Miami, Florida 33173.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

Said 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 the corresponding section of any future federal tax code. The specific purpose of the corporation shall be to:

(a) To hold meetings of the Members of the Corporation from time to time to bring about better acquaintance and a closer feeling of friendship among the individual Members of the Corporation.

(b) To aid in the beautification of the Red Road and Sunset Drive area in the City of South Miami and the City of Coral Gables and unincorporated Miami-Dade County, and to anticipate and provide for future requirements of that section in connection with traffic, transportation and building progress; to aid all departments of the governments of the City of South Miami, and the County of Miami-Dade, State of Florida in working out the duties of each of said departments as they may apply to the aforesaid area, to the end that this area shall retain not only its dignity and character, but its commercial supremacy, and its condition shall be permanently enhanced.

(c) To aid in the maintenance of the Red Sunset area, above described, and streets thereto as thoroughfares of the best and modern type; to be active and watchful for the protection of the territory thus embraced and for the furtherance of all action looking to its betterment; to preserve, at all times, the highest and best interests of said streets and of the Members of this Corporation in their relationship thereto; and generally to aid in every way the advancement of the civic welfare of the Cities of South Miami, Coral Gables and unincorporated Miami-Dade County.

(d) To institute methods and policies relative to public relations and advertising, collection of dues, credit and exchange

of credit information among members; to discuss and endeavor to solve cooperatively the problems of the individual members; and to elevate to the highest degree the types of business, the character of the merchandise, and the methods of merchandising of all stores or businesses located in said area.

(e) To promote the general welfare of the Red Sunset area, above described, South Miami, Florida, and the owners of the stores, firms and services thereof.

(f) To promote the Red Sunset area and its merchants through events for the community such as an annual arts and crafts festival, a summer blues festival, winter time holiday activities and a halloween safe streets event and other events aimed at bringing the community and the merchants together. All funds for such events shall come from corporate and individual sponsorship of said event and any funds earned from any event shall be used to sponsor other community events and to promote the Red Sunset area through advertisement.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be

carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VI

The address of the initial registered office of the Corporation in the State of Florida is: 7103 S.W. 102 Avenue, Suite A, Miami, Florida 33173 in the County of Dade and the name of the initial registered agent of the Corporation at such address is Deborah R. Waks, Esquire.

ARTICLE VII

The membership of this Corporation shall constitute all persons hereinafter named as Officers and Directors and such other persons as, from time to time hereafter, may become Members, in the manner provided in the Bylaws.

The Officers of the Corporation shall be a President, and such number of Vice Presidents as is to be determined, a Secretary, a Treasurer, and such other officers as may be provided by the Bylaws.

The names of the persons who are to serve as Officers of the Corporation are:

<u>Name/Title</u>	<u>Address</u>
Patricia Ritter, President	Elements of Design 5802 Sunset Drive, S. Miami, Fla.
David Silver, First V. Pres.	Cavanaugh's 5734 Sunset Drive, S. Miami, Fla.
Jonathan Oaks, Second V.Pres.	Little Feet and More 7216 Red Road., S. Miami, Fla.

Roberta Dickenson, Recording Secretary The Hanging Basket
7211 S.W. 58 Ave., S. Miami, Fla.

John Sorgie, Corresponding Secretary Sunset Quick Print
5833 Ponce De Leon, S. Miami, Fla.

Karen Dorfman, Treasurer Lightorama
5832 Sunset Drive, S. Miami, Fla.

The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is seventeen (17). The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three (3). All directors shall be elected pursuant to the manner of election as stated in the by-laws of the corporation.

The Board of Directors shall be Members of Corporation.

The Board of Directors shall be elected by the members of the Corporation, and shall hold office in accordance with the Bylaws. The Bylaws shall state that the Board of Directors shall be elected by the Members at any regular or special meeting, and any Member may nominate a Director, if such nomination is made in writing and delivered to the office of the Corporation at least twelve (12) days in advance of said meeting. In the alternative, Members may nominate Directors at any annual or special meeting of the Corporation called for such purpose. To the extent that there is an inconsistency between the Bylaws of the Corporation and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation of the Corporation shall control, and the conflicting provisions of the Bylaws shall

be deemed null and void.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation and the principal place of business are as follows:

NAME/TITLE and ADDRESS

Alex Morales
Koo Koo Roos
5850 Sunset Drive
S. Miami, Fla.

Gaston Martinez
Chilango's Restaurant
5859 S.W. 73 Street
S. Miami, Fla.

Lorie Perez
SunTrust Bank
5855 Sunset Drive
S. Miami, Fla.

Henry Vilar
Macabi Cigars
5861 Sunset Drive
S. Miami, Fla.

Roy Valdes
Mr. I's Optical
5817 Sunset Dr.
S. Miami, Fla.

Johnathan Oaks
Little Feet, Inc.
7216 Red Road
S. Miami, Fla.

Marie Brits
Fabulous Baskets
6101 Sunset Dr.
S. Miami, Fla.

Susan Redding
Equitable Life
9130 S. Dadeland Blvd.
Miami, Fla.

Roberta Dickenson
The Hanging Basket
7211 S.W. 58 Ave.

John Sorgie
5833 Ponce De Leon
South Miami, Fla.

Patricia Ritter
Elements of Design
5802 Sunset Dr.
S. Miami, Fla.

David Silver
Cavanaugh's
5734 Sunset Dr.
S. Miami, Fla.

Brin Ingram
Lucky Brand Jeans
Shops at Sunset Place
S. Miami, Fla.

Lydia White
Robert's Western Wear
5854 S. Dixie Hwy.
S. Miami, Fla.

Karen Dorfman
Lightorama
5832 Sunset Dr.
S. Miami, Fla.

Jean Ebbott
Dr. Frank's
7212 Red Road
S. Miami, Fla.

ARTICLE VIII

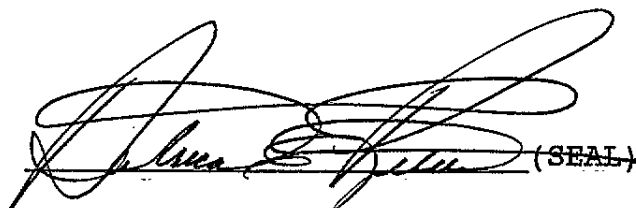
The Corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Upon proper notice as delineated in the Bylaws, the Bylaws may be amended, altered or rescinded by a majority of those Members of the Board of Directors present at any regular meeting or special meeting called for that purpose.

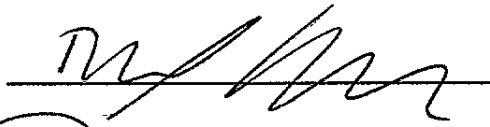
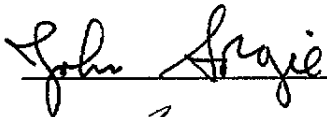

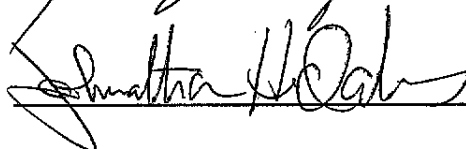
ARTICLE IX

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of the intention to submit such amendments

EXECUTED by the undersigned at Miami, Dade County, Florida
this 8th day of September, 1999.

 (SEAL)

 (SEAL)
Robert H. Dickinson (SEAL)
 (SEAL)
 (SEAL)
 (SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT
UPON WHOM SERVICE OF PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First-That Red Sunset Merchants Association of South Miami,
Inc., a non-profit organization, desiring to organize or qualify
under the laws of the State of Florida with its principal place
of business, as indicated in the Articles of Incorporation at
City of South Miami, County of Dade, State of Florida, has named
Deborah R. Waks, Esquire located at 7103 S.W. 102 Avenue, Suite
A, Miami, Florida 33173, County of Dade, State of Florida, as its
agent to accept service of process within the State of Florida.

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ACKNOWLEDGEMENT:

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

BY Deborah R. Duke
Resident Agent

DATE 9/8/99