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**FLORIDA PROFIT CORPORATION OR P.A.**

**OVERTOWN STATION, INC.**

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P. 001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 13, 2000

BILZIN SUMBERG DUNN

SUBJECT: OVERTOWN STATION, INC.  
REF: W00000022461

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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Becky McKnight  
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EFFECTIVE DATE

9-8-00

Fax Audit No. H00-482505

**ARTICLES OF INCORPORATION  
OF  
OVERTOWN STATION, INC.**

**ARTICLE I - NAME**

The name of this corporations is Overtown Station, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

12000 Biscayne Boulevard, Suite 803  
Miami, FL 33181.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131;

and the name and address of the initial registered agent of this corporation are:

Albert E. Dotson, Jr., P.A.  
200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131.

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**ARTICLE VI - COMMENCEMENT**

This corporation shall commence as of 12:01 A.M. on September 8, 2000.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of this corporation, but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

**Name****Address**

Harvey S. Taylor

12000 Biscayne Boulevard, Suite 803  
Miami, Florida 33181.**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

**Name****Address**

Albert E. Dotson, Jr.

200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131.**ARTICLE IX - BY-LAWS**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

Fax Audit No. H00- 482505

**ARTICLE X - INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

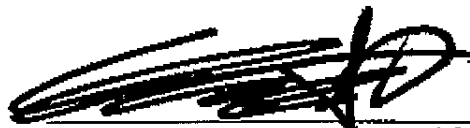
The Corporation shall indemnify any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection or a director or officer of the Corporation existing at the time of such repeal or modification.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator, as of the 12<sup>th</sup> day of September, 2000.



Albert E. Dotson, Jr., President

Fax Audit No. H00-\_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of Albert E. Dotson, Jr., P.A., a Florida corporation (the "Corporation"), which has been designated as registered agent for Overtown Station, Inc., a Florida corporation, in the foregoing Articles of Incorporation of Overtown Station, Inc., hereby agrees that the Corporation will accept service of process for and on behalf of Overtown Station, Inc. and that the Corporation will comply with any and all laws, including, without limitation, Section 607.0501, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

ALBERT E. DOTSON, JR., P.A.,  
a Florida corporation

By: 

Albert E. Dotson, Jr., President

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