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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

TRIBUNE PLACE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
TRIBUTE PLACE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**TRIBUTE PLACE, INC.**

**ARTICLE II - PURPOSES/NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is Three Hundred (300) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

**ARTICLE IV - DURATION**

This corporation shall have perpetual existence.

**ARTICLE V - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is more than One Hundred Dollars (\$100.00).

Prepared by Robert M. Miller, P.A.  
5915 Ponce de Leon Blvd. Ste. 12  
Coral Gables, Florida 33146  
(305) 661-1200

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**ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation is:  
20533 Biscayne Blvd.  
#194  
Aventura, Florida 33180

The Board of Directors may from time to time move the principal offices to any other address.

**ARTICLE VII - INITIAL REGISTERED AGENT**

The Registered Agent for the corporation shall be ROBERT M. MILLER, Esquire, and the registered office shall be located at 5915 Ponce de Leon Blvd., Suite 12, Coral Gables, Florida 33146 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

**ARTICLE VIII - DIRECTORS**

This corporation shall have no less than one director as set forth in the By-Laws. The name and street address of the first member of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, are:

NAME	ADDRESS
FANNY COHEN	20533 Biscayne Blvd. #194 Aventura, Florida 33180

**ARTICLE IX - INCORPORATOR**

The name and street address of the subscriber of these Articles of Incorporation:

NAME	ADDRESS
FANNY COHEN	20533 Biscayne Blvd. #194 Aventura, Florida 33180

**ARTICLE X - INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what condition and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspection of any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

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**ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of him being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

**ARTICLE XII - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by the By-Laws. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 10 day of January, 2003.

  
FANNY COHEN

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

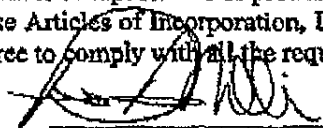
BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARED Fanny Cohen TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND THAT HE ACKNOWLEDGED BEFORE THAT HE SIGNED AND EXECUTED SAME FOR THE PURPOSES THEREIN SET FORTH.

 Madelin Loreda  
My Commission CC000047  
Expires February 02, 2004  
My commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
ROBERT M. MILLER, ESQ.

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