

P04000104047

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

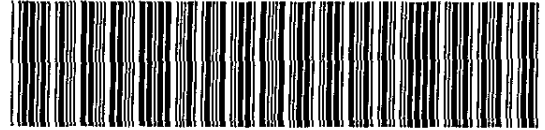
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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800038252158

06/28/04--01011--008 **78.75

EFFECTIVE DATE
07-08-04

FILED
04 JUL 12 AM 9:26
1052-2501

Way - 2501

gk
2/12

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Run Miami, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Run Miami, INC.
Name (Printed or typed)

EFFECTIVE DATE
07-08-04

P O BOX 56-1081
Address

Miami, FL 33156
City, State & Zip

(305) 278-8668
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 29, 2004

RUN MIAMI, INC.
PO BOX 56-1081
MIAMI, FL 33256

SUBJECT: RUN MIAMI, INC.
Ref. Number: W04000025017

We have received your document for RUN MIAMI, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 504A00042444

**ARTICLES OF INCORPORATION
OF
Run Miami, Inc.**

FILED
04 JUL 12 AM 9:26
CLERK OF COUNTY CLERK
MIAMI, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is. **Run Miami, Inc.**, (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation is a for profit corporation engaging in sales of merchandise, and any other lawful activity permitted under the laws of the United States and the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

EFFECTIVE DATE
07-08-04

The address of the principal office of this corporation is 15916 SW 92 Ave., Miami, Florida 33157 and the mailing address is PO Box 56-1081, Miami, FL 33256.

ARTICLE 4 – INCORPORATOR

The name and the street address of the incorporator of this corporation is:

Maria G. Pozo
16935 Sothwest 84 Court
Miami, Florida 33157

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Robert E. Pozo, Jr.
Vice-President:	Francisco J. Ruiz
Secretary:	Maria G Pozo
Treasurer:	Francisco J ruiz

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Directors of the Corporation shall be:

Francisco J Ruiz
Maria G Pozo
Robert E Pozo, Jr.

Whose addresses shall be the same as the principal office of the Corporation

ARTICLE 7 – EFFECTIVE DATE

These Articles of Incorporation shall be effective on July 8, 2004.

ARTICLE 8 – CORPORATE CAPITALIZATION

8.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

8.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

8.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock in any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

8.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

ARTICLE 9 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 10 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 12 – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 13 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim

to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 – REGISTERED OFFICE AND REGISTERED AGENT

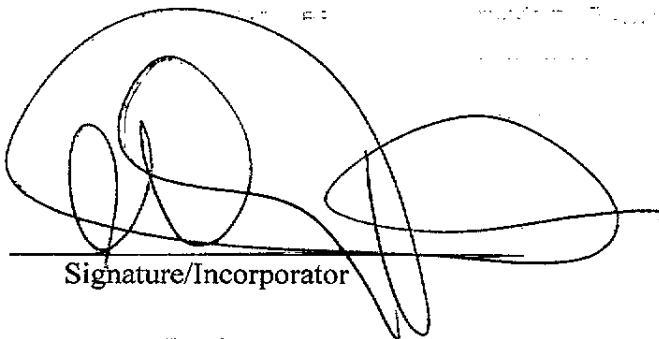
The initial address of registered office of this Corporation is located 15916 Southwest 92 Ave. Miami, Florida 33157. The name of the registered agent of this Corporation is Maria G. Pozo, PO Box 56-1081, Miami, FL 33256.

ARTICLE 15 – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute the Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to the reservation.



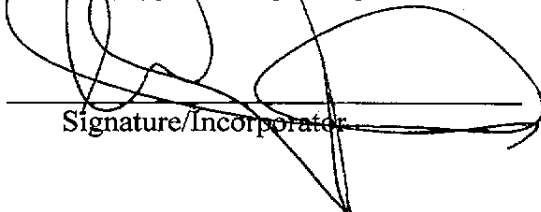
Signature/Incorporator

7/8/04

Date

SECRETARY OF STATE
DAVID S. STEINBERG
04 JUL 12 AM 9:26
FILED

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/Incorporator

7/8/04

Date