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#### LAW OFFICES

OF

### MIGHAEL I. FINESILVER ATTORNEY AT LAW

MICHAEL 1. FINESILVER
MEMBER OF FLORIDA BAR. ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA

SUITE 372 420 LINCOLN ROAD MIAMI BEACH, FLORIDA 33139

TELEPHONE. (305) 672-0045 FAX: (305) 672-8363 EMAIL: MIKEFINE®BELLSOUTHNET

#### **MEMORANDUM**

DATE:

September 27, 2004

TO:

Secretary of State, Division of Corporation

FROM:

Michael I. Finesilver, Esq.

RE:

Articles of Incorporation: Only in Miami, Inc.

Please find enclosed a check in the amount of \$78.85 to cover the Corporation Fees:

Filing Fee \$35.00
Registered Agent Designation \$35.00
Certified Copy \$8.75
TOTAL \$78.75

Please mail the certified copy in the enclosed self addressed stamped envelope.

Thank you.

## ARTICLES OF INCORPORATION OF ONLY IN MIAMI, Inc.

#### ARTICLE I

#### NAME OF CORPORATION

The name of this Corporation shall be Only in Miami, Inc.

#### ARTICLE II

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation will be 2301 Collins Ave. Unit 1041, Miami, Florida, 33139.

#### ARTICLE III

#### TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

#### **ARTICLE IV**

#### PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V

#### CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

#### ARTICLE VI

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 420 Lincoln Road, #372, Miami Beach, Florida 33139, and the initial registered agent is Michael I. Finesilver.

#### ARTICLE VII

#### INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased from time to time as provided in the by-laws. The names and addresses of the initial directors and principal office of this Corporation are:

Bianca L. Biagioni 2301 Collins Ave. Apt. 1041 Miami, FL. 33139 Erica Hecht 3071 Day Ave. Apt. 8 Miami, FL 33133

#### ARTICLE VIII

#### **INCORPORATORS**

The name(s) and address(es) of the people signing these Articles of Incorporation are:

Bianca L. Biagioni 2301 Collins Ave. Apt. 1041 Miami, FL. 33139 Erica Hecht 3071 Day Ave. Apt. 8 Miami, FL 33133

#### ARTICLE IX

#### EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the by-laws of the Corporation, shall have and may exercise the powers of the Board or Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

#### ARTICLE X

#### **INDEMNIFICATION**

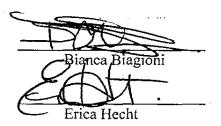
The Corporation shall indemnify any officer or director or any former or director or member of the Executive Committee or any shareholder to the full extent provided by law.

#### ARTICLE XI

#### <u>AMENDMENT</u>

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators execute these Articles of Incorporation this <u>27</u> day of <u>Sept</u>, 2004.



STATE OF Florida

COUNTY OF Migni Dade

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared

known to me to be the person 3 described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above-named persons: Personally Kusum to me and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal

Michael I. Finesilver Commission #DD312341 Expires: Jun 07, 2008 Bonded Thru Atlantic Bonding Co., Inc. Witness my hand and official seal in the County and State last aforesaid this 27 day of Sept. A.D.

Notary Signature

Printed Notary Signature

## WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

### IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That Only in Miami, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at the City of Miami Beach, State of Florida, has named Michael I. Finesilver located at 420 Lincoln Road, Suite 372, City of Miami Beach, State of Florida as its agent to accept Service of Process within Florida.

SIGNATURE:

TITLE: President VP + Sec. Tres.

DATE: <u>Sept</u>, <u>27</u> 2004.

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

SIGNATURE:

DATE:

Sept ,27 2004.