

JAN. 26 2005 2:21PM

CORPORATION SVC CO

Division of Corporations

NO. 910 P. 1/5

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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI ART LAB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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JAN. 26. 2005 2:21PM

CORPORATION SVC CO

NO. 910 P. 2/5

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**ARTICLES OF INCORPORATION  
OF  
MIAMI ART LAB, INC.**

The undersigned, acting as incorporator of MIAMI ART LAB, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation,

**ARTICLE I. NAME**

The name of the corporation is:

**MIAMI ART LAB, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

3117 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

Address

3117 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

## ARTICLE VIII. INITIAL OFFICERS

**Title:**

**President and Secretary**

**ARTICLE IX. INCORPORATOR**

Address

Krinzman, Huss & Lubetsky  
Mellon Financial Center  
1111 Brickell Avenue  
Suite 2915  
Miami, Florida 33131

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ARTICLE X. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

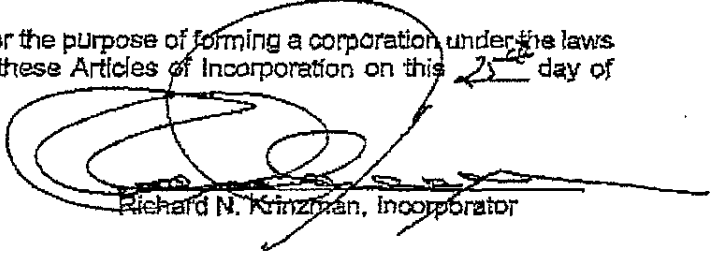
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 25<sup>th</sup> day of January, 2005.



Richard N. Krizman, Incorporator

JAN. 26. 2005 3:22PM

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That MIAMI ART LAB, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named Krinzman, Huss & Lubetsky as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

KRINZMAN, HUSS & LUBETSKY, LLP,  
a Florida limited liability partnership

By

Richard N. Krinzman, Partner

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