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CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 190682 7162266

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 78.75

ORDER DATE : February 8, 2005

ORDER TIME : 10:34 AM

ORDER NO. : 190682-005

CUSTOMER NO: 7162266

CUSTOMER: Elliott J. Burko, Esq
Elliott Jay Burko Attorneys
At Law
405 Park Avenue

New York, NY 10022

DOMESTIC FILING

NAME: SELAVI (MIAMI), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
SELAVI (MIAMI), INC.

The undersigned, in order to form a business corporation under the laws of the State of Florida hereby certifies that:

ARTICLE I

The name of the corporation is:

SELAVI (MIAMI), INC.

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ARTICLE II

The general purpose or purposes for which the corporation is organized is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The number of shares this corporation shall be authorized to issue shall be two hundred (200) common shares at One Dollar (\$1.00) par value.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The registered office shall be 1201 Hays Street, Tallahassee, Florida 32301 and the registered agent at said address shall be Corporation Service Company. The principal place of business of the corporation shall be 846 Michigan Avenue (# 1), Miami Beach, Florida 33139. The corporation may have such other places of business in the State of Florida as, from time to time, may be necessary or desirable.

ARTICLE VI

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time in the manner provided for same in the By-Laws of the corporation which shall be hereinafter adopted. At no time, however, shall the number of directors ever be less than two (2).

ARTICLE VII

The names and post office addresses of the corporation's first Board of Directors and officers, who shall serve until the first meeting of the shareholders or until their successors are elected and qualified, are:

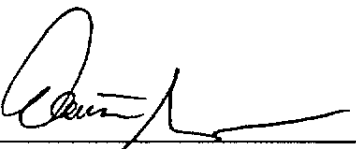
<u>Name</u>	<u>Address</u>	<u>Office</u>
Pierre Battu	108 West 39th Street (ste. 300) New York, New York 10018	Director, President
Gilles Amsallem	108 West 39th Street (ste. 300) New York, New York 10018	Director, Vice President
Elliott J. Burko	405 Park Avenue (ste.801) New York, New York 10018	Secretary

ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Elliott J. Burko	405 Park Avenue (ste.801) New York, New York 10022

IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation this 7th day of February, 2005.



Elliott J. Burko

STATE OF FLORIDA
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SELAVI (MIAMI), INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH, COUNTY OF MIAMI-DADE, STATE OF FLORIDA,

HAS NAMED CORPORATION SERVICE COMPANY
(Name of Resident Agent)

HAVING OFFICES AT 1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301

CITY OF TALLAHASSEE, COUNTY OF LEON, STATE OF FLORIDA,

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE [Signature]
(Corporate Officer)

TITLE Secretary

DATE February 7, 2005

ACCEPTANCE:

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 AGREE TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Cynthia L. Harris
(Resident Agent)

DATE 2/8/05

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