

SEP-13-2005 17:00

RAFFERTY, STOLZENBERG

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BASIC AMENDMENT

MIRACLE MILE PLAZA, INC

Certificate of Status	0
Certified Copy	1
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Amended &
Restated
Art.

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Attn: Darlene Connell

We are resubmitting herewith the Amended and Restated Articles of Incorporation for MIRACLE MILE PLAZA, INC. The name has been corrected to conform to the original punctuation.

We would appreciate your filing the document as of the original date of submission, September 9, 2005.

Thank you,

W/Na!
Cha
09/13/05
Dr

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIRACLE MILE PLAZA, INC**

Pursuant to Section 607.1007 of the Florida Statutes, Miracle Mile Plaza, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on the 10th day of August, 2005;
2. Shareholder action was not required because shares have not yet been issued;
3. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

Miracle Mile Plaza, Inc.

375 Miracle Mile
Coral Gables, Florida 33134-5819

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.001 per share.

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ARTICLE IV**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1401 Brickell Avenue, Suite 825
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

William L. Rafferty, Jr., Esq.

ARTICLE VI**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Patricia Delinois	375 Miracle Mile Coral Gables, Florida 33134-5819
James L. Ferraro	375 Miracle Mile Coral Gables, Florida 33134-5819

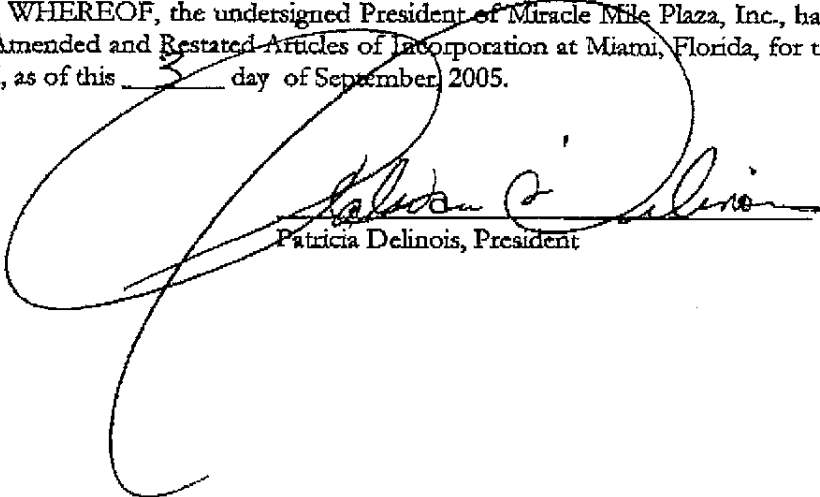
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IN WITNESS WHEREOF, the undersigned President of Miracle Mile Plaza, Inc., has made and subscribed these Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, as of this 3 day of September, 2005.



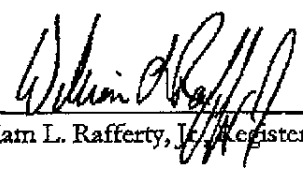
Patricia Delinois, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Miracle Mile Plaza, Inc having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131, has named William L. Rafferty, Jr., Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____


William L. Rafferty, Jr., Registered Agent