

POSO 00129367

RIGHT PROPERTIES Inc.
2650 Biscayne Blvd Ste 700
Miami, FL 33137

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

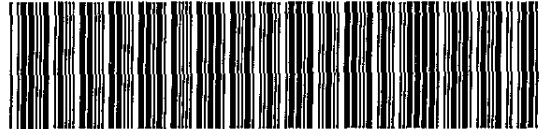
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 SEP 20 PM 12:25

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 17, 2005

RIGHT PROPERTIES INC.
2650 BISCAYNE BLVD STE 700
MIAMI, FL 33137

SUBJECT: RIGHT PROPERTIES INC.
Ref. Number: W05000024682

We have received your document for RIGHT PROPERTIES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 705A00035191

ARTICLES OF INCORPORATION
OF
RIGHT PROPERTIES INC.

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05 SEP 20 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for Profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is RIGHT PROPERTIES INC. (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF THE CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2650 Biscayne Blvd Ste 700, Miami, Florida 33137 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:
Jean Michel GAROSCIO
90 Alton Road, suite 3011
Miami Beach, Fl. 33139

ARTICLE 5- OFFICERS

The Officers of the Corporation shall be:

President: Kathryn S. MILTON
Vice-President/Marketing Director: Maria MICHAELS
Vice-President/General Counsel: Theodore DEMPSTER Esq.
Vice-President/Secretary: Jean Michel GAROSCIO
Vice-President/Treasurer: Nicholas STUDDS

ARTICLE 6- DIRECTORS

The Directors of the Corporation shall be:

**Kathryn Sue MILTON
Maria MICHAELS
Theodore DEMPSTER Esq.
Jean Michel GAROSCIO
Nicholas STUDDS**

whose addresses shall be the same as the principal Office of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each share having the par value of one dollar (\$1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of 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 that the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

ARTICLE 8- 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 Shareholders of the Corporation and transferability of the shares of stock of the Corporation.

ARTICLE 9- 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 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation to the extent permitted by law, shall be entitled to treat the person(s) 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 hereto.

ARTICLE 12- REGISTERED OFFICE AND REGISTERED AGENT

**The initial address of registered office of this Corporation is
90 Alton Road, suite 3011
Miami Beach, Fl. 33139**

**The name and address of the registered Agent of this Corporation is:
Jean Michel GAROSCIO
90 Alton Road, suite 3011
Miami Beach, Fl. 33139**


ARTICLE 11- BYLAWS

The Board of Directors 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 a majority of the number who would constitute a full 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.

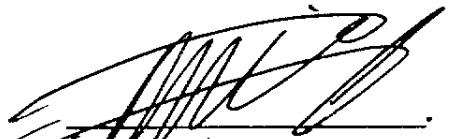
ARTICLE 12- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Having been named as registered Agent to accept service of Process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Jean Michel GAROSCIO
90 Alton Road, suite 3011
Miami Beach, Fl. 33139

DATE: September 16, 2005


Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 SEP 20 PM 12:25

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