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(Requestor's Name)

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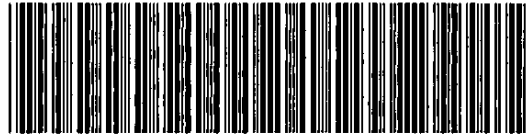
(Business Entity Name)

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TALLAHASSEE, FLORIDA

02.6-19

**ZELLER & ASSOCIATES, L.L.C.**

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

TRUMP PLAZA OFFICE CENTER  
525 S. FLAGLER DRIVE, SUITE 200  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE: (561) 802-4480  
TELEFAX: (561) 802-4387  
E-MAIL: zellerlawfirm@cs.com

Of Counsel:

A. Faxon Henderson, Esq.  
Richard H. Olsen, Esq.

Paralegal:

Suzanne T. Zeller

June 14, 2006

Division of Corporation  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

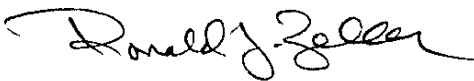
Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for Seraph Miami, Inc., for filing. Also enclosed please find our check in the amount of \$70.00 for filing fees for the following:

1. Articles of Incorporation- \$35.00
2. Designation of and acceptance by registered agent- \$35.00

If you should have any questions, please contact me at the above referenced number.

Very truly yours,



Ronald J. Zeller, Esq.

RJZ:stz

w/Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**SERAPH MIAMI, INC.**

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name and address of this Corporation shall be as follows:

Seraph Miami, Inc.  
227 9<sup>th</sup> Street, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

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**ARTICLE II**

Purpose

This Corporation is organized for the following purposes;

(a) This Corporation may engage in design services, advertising, and public relations, and any or all other lawful activities related thereto, and may exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

**ARTICLE III**

Capital Stock

This Corporation is authorized to issue 50,000 shares of \$.01 par value common stock.

**ARTICLE IV**

**Preemptive Rights**

There shall be preemptive rights.

**ARTICLE V**

**Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

**ARTICLE VI**

**Initial Registered Office and Agent**

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is Trump Plaza Office Center, 525 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

**ARTICLE VII**

**Initial Board of Directors**

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director(s) of this Corporation are as follows:

Stephanie Tisch  
3600 Mystic Pointe Drive, #504  
Aventura, Florida 33130

E. Anthony Angell  
900 4<sup>th</sup> Street, 2<sup>nd</sup> Floor  
Miami Beach, Florida 33139

## ARTICLE VIII

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE X

### Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in, or is an officer or director, or are officers or directors of such other corporations, and any officer, officers, director, or directors, individually or jointly, may be a party, or parties to, or may be interested in, any such contract or transaction, or the Corporation, or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers, director, or directors of the Corporation is a party, or are parties to, or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or other corporation in which he may be in any way interested.

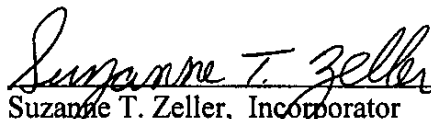
ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Suzanne T. Zeller  
Trump Plaza Office Center  
525 South Flagler Drive, Suite 200  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of June, 2006.

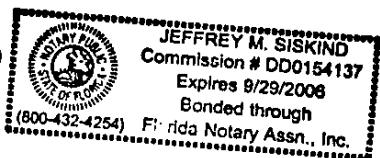
  
Suzanne T. Zeller, Incorporator

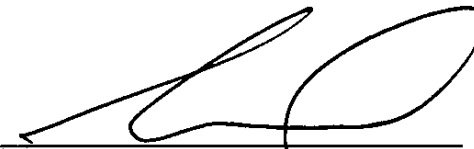
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Suzanne T. Zeller, personally known to me and who did not take an oath; and who acknowledged signing the foregoing Articles of Incorporation for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 14<sup>th</sup> day of June, 2006.

(SEAL)

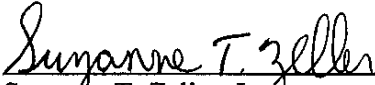


  
JEFFREY M. SISKIND, ESQUIRE, Notary Public  
My Commission No.: DD0154137  
My Commission Expires: 9-29-2006

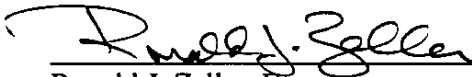
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST: THAT SERAPH MIAMI, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED RONALD J. ZELLER, ESQ., LOCATED AT TRUMP PLAZA OFFICE CENTER, 525 SOUTH FLAGLER DRIVE, SUITE 200, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
Suzanne T. Zeller, Incorporator

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Ronald J. Zeller, Esq.  
Registered Agent  
Dated: June 14, 2006

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