

JAN. 21. 2008 2:54PM

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FLORIDA PROFIT/NON PROFIT CORPORATION

FIN MAG FL2 INC.

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Estimated Charge	\$70.00

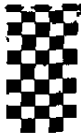
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January 23, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: FIN MAG FL2 INC.
REF: W08000003699

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please check the spelling of the registered agent name.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: E08000017514
Letter Number: 008A00004811

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08 JAN 23 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIN MAG FL2 INC.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

1. The corporate name for the corporation is FIN MAG FL2 INC.
2. The street address of the initial principal office of the corporation is 410 Meridian Avenue, Floor 2, Miami Beach, FL 33139.
3. The mailing address of the corporation is 410 Meridian Avenue, Floor 2, Miami Beach, FL 33139.
4. The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of \$.01 each and are of the same class and are to be common shares.
5. The name and Florida street address of the initial registered agent of the corporation is D. Michael Lewis, P.A., 475 NE 50 Terrace, Miami, FL 33137.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

6. The name and the address of the incorporator:

NAME

ADDRESS

Ralph Mosley

Blank Rome LLP
405 Lexington Avenue
New York, New York

7. The Corporation may engage in any lawful purpose or purposes for which corporations may be organized under the Florida Business Corporation Act.
8. The duration of the corporation shall be perpetual.
9. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and

the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. If the Florida Business Corporation Act is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

10. (1) No director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(a) The director breached or failed to perform his or her duties as a director; and

(b) The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(iii) A circumstance under which the liability provisions of Section 607.0834 are applicable;

(iv) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(2) For the purposes of this section, the term "recklessness" means the action, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(3) A director is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director are not prohibited by state or federal law or regulation and, without further limitation:

(a) In an action other than a derivative suit regarding a decision by the director to approve, reject, or otherwise affect the outcome of an offer to purchase the stock of, or to effect a merger of, the corporation, the transaction and the nature of any personal benefits derived by a director are disclosed or known to all directors voting on the matter, and the transaction was authorized, approved, or ratified by at least two directors who comprise a majority of the disinterested directors (whether or not such disinterested directors constitute a quorum);

(b) The transaction and the nature of any personal benefits derived by a director are disclosed or known to the shareholders entitled to vote, and the transaction was authorized, approved, or ratified by the affirmative vote or written consent of such shareholders who hold a majority of the shares, the voting of which is not controlled by directors who derived a personal benefit from or otherwise had a personal interest in the transaction; or

(c) The transaction was fair and reasonable to the corporation at the time it was authorized by the board, a committee, or the shareholders, notwithstanding that a director received a personal benefit.

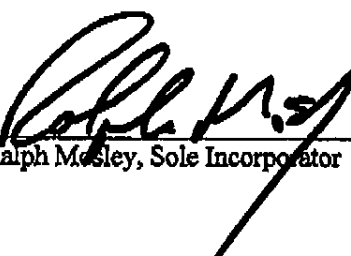
(4) The circumstances set forth in subsection (3) are not exclusive and do not preclude the existence of other circumstances under which a director will be deemed not to have derived an improper benefit.

11. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

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Signed on January 22, 2008



Ralph Mesley, Sole Incorporator

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

D. MICHAEL LEWIS, P.A.

By: 

by: D. Michael Lewis

as: President

Date: 22 January 2008

FILED
08 JAN 22 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA