

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
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FLORIDA PROFIT/NON PROFIT CORPORATION

BATHHOUSE MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****BATHHOUSE MIAMI, INC.****ARTICLE I – NAME**

The name of this corporation is BATHHOUSE MIAMI, INC. (the "Corporation").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

515-541 Jefferson Avenue
Miami Beach, Florida 33139

ARTICLE III – PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$1.00.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

1200 South Pine Island Road
Plantation, Florida 33324

and the name and address of the initial registered agent of the Corporation are:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI – COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one (1) director. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Alyssa Adams	515-541 Jefferson Avenue Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Alyssa Adams
515-541 Jefferson Avenue
Miami Beach, Florida 33139

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-laws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation. The shareholders of the Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the ____ day of September, 2008.


Alyssa Adams, Incorporator

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