

# P09000000534

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**marc ross, inc.**

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ARTICLES OF INCORPORATION  
OF  
MARC ROSS, INC.

ARTICLE I.

NAME

The Name of the Corporation is MARC ROSS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Filed by:  
Stewart A. Merkin, Esq.  
Rivergate Plaza, Suite 300  
444 Brickell Avenue  
Miami, Florida 33131  
Tel. (305) 358-5800  
Fla. Bar No. 153444

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2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

#### ARTICLE IV.

##### AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with \$1.00 par value.

#### ARTICLE V.

##### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 554 Lakeview Drive, Miami Beach, FL 33140.

#### ARTICLE VI.

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

#### ARTICLE VII.

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

Marc Ross

ADDRESSES

554 Lakeview Drive  
Miami Beach, FL 33140

ARTICLE VIII

OFFICERS

The names and addresses of the officers who shall serve until the first annual meeting of the board of directors or until their successors are elected and qualified shall be:

NAMES

Marc Ross

POSITION

President/Secretary

ADDRESSES

554 Lakeview Drive  
Miami Beach, FL 33140

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI.

AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 5th day of January, 2009.

  
Stewart A. Merkin, Esq.  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE

  
Stewart A. Merkin, Esq.

DATE: January 5, 2009

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