

P12000047228

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000135862 3)))



H120001358623ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

000380.1166849

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

**Enter the email address for this business entity to be used for your annual report mailings. Enter only one email address please

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
MIAMI EXCHANGE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12 MAY 21 PM 3:25

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 MAY 21 PM 4:04

RECEIVED

H12000135862 3

**Articles of Incorporation
of
MIAMI EXCHANGE, INC.**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

MIAMI EXCHANGE, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Switchboard of Miami
190 NE 3d Street
Miami, FL 33132

FILED
12 MAY 21 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FL 32399

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

H12000135862 3

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on May 25, 2012. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Switchboard of Miami
190 NE 3d Street
Miami, FL 33132

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

ARTICLE VII. INITIAL OFFICERS/DIRECTORS

The initial directors of the Corporation are:

Robert C. Barrett	2937 SW 27 th Avenue, Suite 305, Coconut Grove, FL 33133
Yvonne R. Bare	366 NE 93 rd St., Miami Shores, FL 33138
Erbil Blanco-True	2 S. Biscayne Blvd. #110, Miami, FL 33131
Jeff Cazeau	2885 S. Bayshore Dr, PH 2B, Miami, FL 33133
Christopher Collings	5300 Wachovia Fin. Center, 200 Biscayne Blvd., Miami, FL 33131
Tammie Dunn	801 Brickell Key Blvd. #2201, Miami, FL 33131
Andy Fernandez	7480 SW 40 th St, Suite 560, Miami, FL 33155
Phil Grose	1314 E. Atlantic Blvd., Pompano Beach, FL 33060
Albert "Tico" Gutierrez	2100 Ponce de Leon Blvd. 6 th Floor, Coral Gables, FL 33134
Thomas Jelke	2403 S. Miami Ave., Miami, FL 33129
Christopher D. Montello	1698 NE Miami Gardens Dr., N. Miami Beach, FL 33179
Arthur Noriega	40 NW 3 rd St. Suite 1103, Miami, FL 33128
Lorraine B. O'Neil	608 SE 6 th St., Suite 1, Ft. Lauderdale, FL 33301
Carlos Pereira	221 Aragon #204, Coral Gables, FL 33134
Michael Rosenberg	3550 Royal Palm Ave., Coconut Grove, FL 33133
Ian Shapiro	1111 Brickell Ave. Suite 2801, Miami, FL 33131
Ed Straub	20 Island Ave. #1509, Miami Beach, FL 33139
Joaquin R. Urquiola	2121 Ponce De Leon Blvd., Suite 1100, Coral Gables, FL 33134

H12000135862 3

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Susan M. Schwartz, Esquire
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, PA 15222

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of May 18, 2012.

By: 
Susan M. Schwartz, Esq.

H12000135862 3

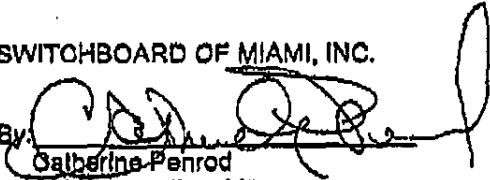
H12000135862 3

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0601 of the Florida Statutes:

Having been appointed registered agent of MIAMI EXCHANGE, INC., its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

SWITCHBOARD OF MIAMI, INC.

By: 
Catherine Perrod
Chief Executive Officer

Dated: May 25, 2012

FILED
12 MAY 21 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000135862 3