# Florida Department of State

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

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## 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

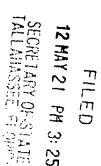
The name of this Corporation is:

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



## 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.

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## 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 27th Avenue, Sulte 305, Coconut Grove, FL 33133
Yvonne R. Bare	366 NE 93 <sup>rd</sup> St., Miami Shores, Fi 33138
Erbi Blanco-True	2 S. Biscayne Blvd. #110, Miami, Fl 33131
Jeff Cazeau	2665 S. Bayshore Dr, PH 2B, Mlami, Fl 33133
Christopher Collings	5300 Wachovia Fin. Center, 200 Biscayле Blvd., Miami, Fl 33131
Tammie Dunn	801 Brickell Key Blvd. #2201, Miami, FI 33131
Andy Fernandez	7480 SW 40 <sup>th</sup> St, Suite 560, Miami, Fl 33155
Phil Grose	1314 E. Atlantic Blvd., Pompano Beach, Fl 33060
Albert "Tico" Gutlerrez	2100 Ponce de Leon Blvd. 6th Floor, Coral Gables, Fl 33134
Thomas Jelke	2403 S. Miami Ave., Miami, Fi 33129
Christopher D. Montello	1696 NE Miami Gardens Dr., N. Miami Beach, Fl 33179
Arthur Noriega	40 NW 3 <sup>rd</sup> St. Suite 1103, Mlami, FL 33128
Lorraine B. O'Nell	608 SE 6th St., Suite 1, Ft. Lauderdale, FI 33301
Carlos Pereira	221 Aragon #204, Coral Gables, FI 33134
Michael Rosenberg	3550 Royal Palm Ave., Coconut Grove, FI 33133
Ian Shapiro	1111 Brickell Ave. Sulte 2801, Miami, Fi 33131
Ed Straub	20 Island Ave. #1509, Miami Beach, Fl 33139
Joaquin R. Urquiola	2121 Ponce De Leon Bivd., Suite 1100, Coral Gables, FL 33134

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#### 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.

Susan M. Schwartz, Esq.

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#### 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 607.0501 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.

Oatherine-Penrod
Chief Executive Officer

Dated: May 26, 2012

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