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**FLORIDA PROFIT/NON PROFIT CORPORATION
MIAMI RIVERSIDE WHARF II, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
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**ARTICLES OF INCORPORATION OF
MIAMI RIVERSIDE WHARF II, INC.**

**ARTICLE I
NAME**

The name of the corporation is MIAMI RIVERSIDE WHARF II, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation is 2807 South Military Trail, West Palm Beach, Florida 33415.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation commences on January 13, 2017.

**ARTICLE IV
CAPITAL STOCK**

The CORPORATION IS AUTHORIZED TO ISSUE One million (1,000,000) shares of common stock having a par value of \$.001 per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name of the registered agent of the Corporation in the State of Florida is Corporation Company of Orlando. The registered office of the initial registered agent in the state of Florida is located at 300 South Orange Avenue, Suite 1000 (RJN), Orlando, FL 32801. The Board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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**ARTICLE VI
INITIAL DIRECTORS**

The initial Directors of the Corporation are as follows, each of whom shall serve until their resignation or removal in accordance with the Bylaws and applicable law:

<u>Name and Address</u>	<u>Title</u>
Dani Goldenberg 2807 South Military Trail West Palm Beach, Florida 33415	Director
Ari Ojalvo 2807 South Military Trail West Palm Beach, Florida 33415	Director

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Corporation Company of Orlando	300 South Orange Avenue Suite 1000 (RJN) Orlando, FL 32801

**ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director of this Corporation shall be liable to said Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any rights of protection of an officer or director of the Corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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**ARTICLE IX
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the Corporation pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator as its authorized agent, has hereunto set his hand and affixed his seal this 13th day of January, 2017.

CORPORATION COMPANY OF ORLANDO

By: 

J. Gregory Humphries, Esquire
Vice President

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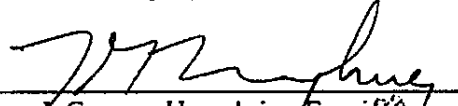
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**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF REGISTERED AGENT OF
MIAMI RIVERSIDE WHARF II, INC.**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Miami Riverside Wharf II, Inc., a corporation organized under the laws of the state of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions Section 48.091(2) relative to keeping open the Registered Office, which Registered Office is located at 300 South Orange Avenue, Suite 1000 (RJN), Orlando, FL 32801.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the designated Registered Agent as its authorized representative, has hereunto set his hand and affixed his seal in Orlando, Orange County, FL, on this 13th day of January, 2017.

Corporation Company of Orlando

By: 
J. Gregory Humphries, Esquire
Vice President

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