

P96000036867

(SAMPLE LETTER OF TRANSMITTAL)

Date  
April 22, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Miami River Renaissance, \_\_\_\_\_, Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



(individual's name)

Donald L. Berg II

FILED  
SECRETARY OF STATE  
95 APR 25 PM 3:05

Miami River Renaissance, Inc.  
(name of corporation)

MAILING ADDRESS OF CORPORATION

Miami River Renaissance, Inc.

22 Crandon Boulevard

Key Biscayne, Florida 33149

PHONE

(305 ) 361-2383

Area Code

Number

Ext.

UAW 4-29-96

ARTICLES OF INCORPORATION

of

Miami River Renaissance, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Miami River Renaissance, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares ( 500 ) of One Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |                      |         |           |
|---------|----------------------|---------|-----------|
| NAME    | Donald L. Berg II    |         |           |
| ADDRESS | 22 Crandon Boulevard |         |           |
| CITY    | Key Biscayne         | FLORIDA | ZIP 33149 |

The principal office, if known, or the mailing address of the corporation is:

|         |                               |         |           |
|---------|-------------------------------|---------|-----------|
| NAME    | Miami River Renaissance, Inc. |         |           |
| ADDRESS | 22 Crandon Boulevard          |         |           |
| CITY    | Key Biscayne                  | FLORIDA | ZIP 33149 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

|         |                      |               |           |
|---------|----------------------|---------------|-----------|
| NAME    | Donald L. Berg II    |               |           |
| ADDRESS | 22 Crandon Boulevard |               |           |
| CITY    | Key Biscayne         | STATE Florida | ZIP 33149 |
| NAME    | Peter R. Perpignano  |               |           |
| ADDRESS | 22 Crandon Boulevard |               |           |
| CITY    | Key Biscayne         | STATE Florida | ZIP 33149 |
| NAME    |                      |               |           |
| ADDRESS |                      |               |           |
| CITY    |                      | STATE         | ZIP       |

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**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|                              |               |           |  |
|------------------------------|---------------|-----------|--|
| NAME Donald L. Berg II       |               |           |  |
| ADDRESS 22 Crandon Boulevard |               |           |  |
| CITY Key Biscayne            | STATE Florida | ZIP 33149 |  |
| NAME                         |               |           |  |
| ADDRESS                      |               |           |  |
| CITY                         | STATE         | ZIP       |  |
| NAME                         |               |           |  |
| ADDRESS                      |               |           |  |
| CITY                         | STATE         | ZIP       |  |

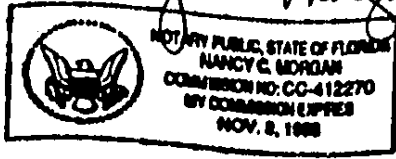
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of incorporation this 22nd day of April, 1996.

*Nancy C. Morgan*

*Donald L. Berg II* (Seal)

\_\_\_\_\_ (Seal)

\_\_\_\_\_ (Seal)



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Miami River Renaissance, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 22 Grandon Boulevard

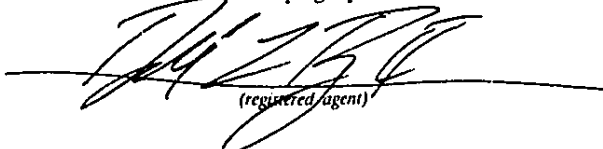
Key Biscayne, Florida 33149

has named Donald L. Berg II

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)

FILED  
SECRETARY OF STATE  
56 APR 25 PM 3:05