

5/23/96

FLORIDA DIVISION OF CORPORATIONS

14 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MIAMI BEACH MARKETING, INC.
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(S)

**ARTICLES OF INCORPORATION
OF
MIAMI BEACH MARKETING, INC.**

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

**ARTICLE I
NAME**

The corporate name shall be:
MIAMI BEACH MARKETING, INC.

**ARTICLE II
EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

This Document was Prepared by:
Douglas D. Stratton, Esq.
Florida Bar No. 240966
487 Lincoln Road, Suite 28
Miami Beach, Florida 33139
(305) 472-7772

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**ARTICLE V
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 1111 Lincoln Road, Suite 375, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

**ARTICLE VI
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is:

DOUGLAS D. STANTON, ESQ.,

and the street address of the registered office is:

407 Lincoln Road, Suite 29, Miami Beach, Florida, 33139.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

TIMOTHY M. HOGLE

1111 Lincoln Road, Suite 375
Miami Beach, Florida 33139

**ARTICLE VIII
POWERS OF DIRECTOR(S)**

The Director(s) shall exercise all powers conferred by law.

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**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

NAME

Timothy M. Hogle

ADDRESSES

1111 Lincoln Road, Suite 175
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator(s) of the corporation, has/have executed these Articles of Incorporation this 22 day of May, 1996.


TIMOTHY M. HOGLE
Incorporator

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STATE OF FLORIDA)
COUNTY OF DADA)

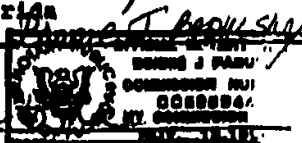
BEFORE ME, the undersigned authority, personally appeared
TIMOTHY M. ROGUE, to me well known and known to me to be the
person described in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforementioned this 22 day of May, 1996.



My Commission Expires:

Known to me or who has produced Known
for identification



ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at the place designated in these
Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the provisions in Chapter
48.091, Florida Statutes, relative to keeping open said office.

DOUGLAS D. STANTON
REGISTERED AGENT
Florida Bar No. 240966

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