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Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-07/05/96--01076--019
****122.50 ****122.50

RE: MIAMI: THE PLACE TO SEE, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me. ~~at~~ 430-1414
(954)

Very truly yours,

James Keith

Title *president*

/rc1

Enclosures

FILED
96 JUL -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

63 7/9/96

**ARTICLES OF INCORPORATION
OF
MIAMI: THE PLACE TO SEE, INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I - NAME

The name of this Corporation is Miami: The Place To See, Inc., the mailing address is 1460 NW 122 Avenue, Pembroke Pines, Florida 33026.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1460 NW 122 Avenue, Pembroke Pines, Florida 33026. The name of the initial Registered Agent of this Corporation is Donna Stutts.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 1460 NW 122 Avenue, Pembroke Pines, Florida 33026. The name of the principal officer is Donna Stutts.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Donna Stutts
1460 NW 122 Avenue
Pembroke Pines, Florida 33026

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Donna Stutts
1460 NW 122 Avenue
Pembroke Pines, Florida 33026

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of June, 1996.

Donna Stutts
DONNA STUTTS

STATE OF FLORIDA

COUNTY OF DADE

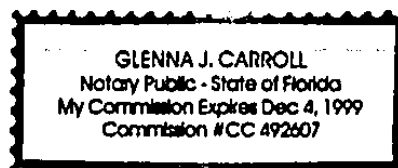
Before me, the undersigned authority, personally appeared DONNA STUTTS to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1996.

Glenna J. Carroll

Notary Public

My Commission Expires: 12-4-99



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
11 day of June, 1996.

Donna T. Stutts
DONNA STUTTS

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96 JUL -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA