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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIAMI 54TH STREET, INC.

AUDIT NUMBER.....H96000018186

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION**

H96 000018186

OF

**MIAMI 54<sup>TH</sup> STREET, INC.**

In compliance with the requirements of F. S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation shall be:

MIAMI 54<sup>TH</sup> STREET, INC.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE III**

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

FILED  
96 DEC 31 AM 9:11  
TALLAHASSEE, FLORIDA

PAUL H. KUPFER, ESQUIRE  
FLORIDA BAR NO. 284408  
KUPFER, KUPFER & SKOLNICK, P. A.  
1700 UNIVERSITY DRIVE  
CORAL SPRINGS, FL 33071  
(305) 755-3600

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**ARTICLE IV**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V**

The existence of the corporation is perpetual.

**ARTICLE VI**

The street address of the initial registered office of this corporation is:

1700 University Drive, Suite 110  
Coral Springs, FL 33071

and the initial registered agent of this corporation at the above is:

PAUL H. KUPFER

**ARTICLE VII**

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

**ARTICLE VIII**

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

**NAMES**

GEORGE NOVOGRODER

**ADDRESSES**

John Hancock Center  
875 N. Michigan Ave.  
Chicago, IL 60611

**ARTICLE IX**

The names and street address of the party signing the Articles of Incorporation as subscriber is:

**NAMES**

PAUL H. KUPFER

**ADDRESSES**

1700 University Drive, Suite 110  
Coral Springs FL 33071

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**ARTICLE X**

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

**ARTICLE XI**

Shares of the capital stock of this corporation shall be issued initially to the following:

**GEORGE NOVOGRODER**

**100 Shares**

**ARTICLE XII**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent by law.

**ARTICLE XIII**

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already, holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

**ARTICLE XIV**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XV**

The principal place of business of this corporation is:

**John Hancock Center  
875 N. Michigan Ave.  
Chicago, IL 60611**

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30<sup>th</sup> day of December, 1998.

  
\_\_\_\_\_  
**PAUL H. KUPFER, Incorporator**

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**ACKNOWLEDGMENT:**

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
PAUL H. KUPFER, Registered Agent

FILED  
96 DEC 31 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Kupfer, Kupfer & Skolnick, P.A.**

Attorneys at Law  
1700 University Drive ♦ Suite 110  
Coral Springs, Florida 33071

Lawrence M. Kupfer  
and H. Kupfer  
Robert L. Skolnick

Telephone: (954) 755-3600  
Telefax: (954) 755-4062

P96000104329

July 10, 1997

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

**RE: Miami 54th Street, Inc.  
Document No: P96000104329**

Dear Sir:

Please be advised that the correct mailing address for the above referenced corporation is as follows:

Miami 54th Street, Inc.  
c/o Novogroder Companies, Inc.  
John Hancock Center  
875 North Michigan Ave.  
Chicago, IL 60611

If we can provide any additional information please contact our office.

Very Truly yours,

KUPFER, KUPFER, & SKOLNICK, P.A.

*Shelley K. Spickler*

Shelley K. Spickler  
Legal Assistant

/sks

KS 7/23