

P970000072259  
LAW OFFICES OF  
**BRUCE JAY TOLAND**

A PROFESSIONAL ASSOCIATION

801 BRICKELL AVENUE  
SUITE 1501  
MIAMI, FLORIDA 33131

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BRUCE JAY TOLAND, Esq.

JAMES M. FISHMAN, P.A.  
OF COUNSEL

August 13, 1997

Bureau of Corporate Records  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: MIAMI ALLIANCE CORPORATION

200002271022--0  
-08/19/97--01038--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	<u>35.00</u>

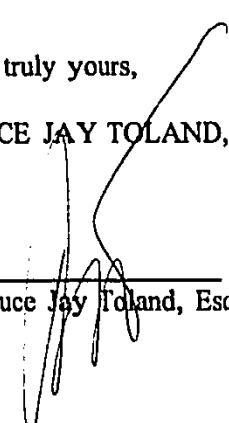
\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By:   
Bruce Jay Toland, Esq.

BJT:gvk  
enclosures

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TJ- 8/20/97

ARTICLES OF INCORPORATION OF  
MIAMI ALLIANCE CORPORATION

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ARTICLE I  
NAME

The name of the Corporation is, MIAMI ALLIANCE CORPORATION

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay Toland, Esquire, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay Toland, Esquire, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII  
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
BRUCE JAY TOLAND	801 Brickell Avenue, Suite 1501 Miami, Florida 33131

ARTICLE IX  
POWERS

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 or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI  
INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial Director(s) of the Corporation and Officers are:

Names

J.M. SCHMIDT, Director

Addresses

c/o Bruce Jay Toland, Esq.  
801 Brickell Avenue, Suite 1501  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of August, 1997.

BRUCE JAY TOLAND

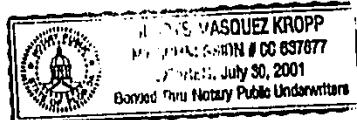
STATE OF FLORIDA :  
SS  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRUCE JAY TOLAND, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 13th day of August, 1997.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT MIAMI ALLIANCE CORPORATION, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY  
TOLAND, LOCATED AT 801 BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA  
33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

  
\_\_\_\_\_  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

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DIVISION OF CORPORATIONS  
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