

LAGARIS CORPORATE INDUSTRIES, INC.  
Registrar's Name  
90 S.W. 87 ST. SUITE 100  
MIAMI, FLORIDA 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI ENTERTAINMENT CAPITAL, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 8000002352738--7

3. (Corporation Name) (Document #) -11/20/97--01037--013  
\*\*\*\*122.50 \*\*\*\*122.50

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
MIAMI ENTERTAINMENT CAPITAL, INC.**

**THE UNDERSIGNED**, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**MIAMI ENTERTAINMENT CAPITAL, INC.**

**ARTICLE II**

This corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, trusts, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory,

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governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the corporation's administration; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of directors shall find will be in aid of governmental policy; To pay pensions and establish plans, stock bonus plans, stock options plans, and other incentive plans for any of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries; To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint, trust, or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To indemnify any person that may have incurred liability by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.0850 or otherwise permitted by law;

#### **ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$5.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### **ARTICLE V**

The address of the principal office of this corporation is: 2601 S. Bayshore Drive, PH 1, Coconut Grove, Florida 33133.

#### **CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.0501, the following is submitted in compliance with said section:

Miami Entertainment Capital, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Alberto M. Carbonell, Esq. as its registered agent to accept service of process within this state, who is located at the following registered office: 2250 S.W. 3rd Avenue, Suite 205, Miami, Florida 33129.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with provisions of said sections relative to keeping open the registered office.

  
\_\_\_\_\_  
Alberto M. Carbonell as Registered Agent  
for Miami Entertainment Capital, Inc.

#### ARTICLE VI

The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation or by corporate resolution in the manner provided by law, but shall never be less than 1. The name and address of the initial director(s) of this corporation is/are:

Rosario Kennedy  
(D/P/S/T)

2601 S. Bayshore Drive, PH 1  
Coconut Grove, Florida 33133

#### ARTICLE VII

**Incorporators.** The name and addresses of the Incorporator(s) of Miami Entertainment Capital is/are:

Rosario Kennedy  
(D/P/S/T)

2601 S. Bayshore Drive, PH 1  
Coconut Grove, Florida 33133

## ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

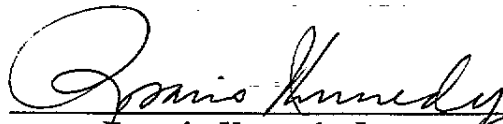
Rosario Kennedy  
(D/P/S/T)

2601 S. Bayshore Drive, PH 1  
Coconut Grove, Florida 33133

## ARTICLE IX

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

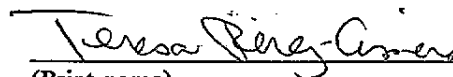
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18 day of November, 1997.

  
\_\_\_\_\_  
Rosario Kennedy, Incorporator

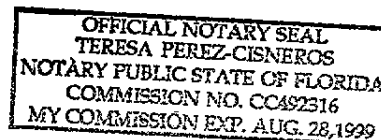
STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above personally appeared Rosario Kennedy who is personally known to me or who has produced a Florida Driver's License as identification and who did take an oath and executed the foregoing articles of incorporation, and she acknowledged before me that she executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 18 day of November, 1997.

  
\_\_\_\_\_  
(Print name)  
NOTARY PUBLIC, State of  
Florida at Large.

My Commission Expires:



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