

PA 8000090222



ACCOUNT NO. : 072100000032

REFERENCE : 003625 81517A

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : October 21, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 003625-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL & FERTEL, P.A.
FERRELL & FERTEL, P.A.
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 3:01

DOMESTIC FILING

NAME: MIRIAM MAINIERI, INC.

800002669198--2

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

2555
W98-23965

EXAMINER'S INITIALS:

RECEIVED
98 OCT 21 PM 12:04
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 OCT 22 AM 11:24
DIVISION OF CORPORATION

October 21, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MIRIAM MAINIERI, INC.
Ref. Number: W98000023965

RESUBMIT

Please give original
submission date as file date.

We have received your document for MIRIAM MAINIERI, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00052009

FILED
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ARTICLES OF INCORPORATION

OF

MIRIAM MAINIERI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 3:01

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: _____

MIRIAM MAINIERI, INC.

The principal place of business of this corporation shall be 1249 San Miguel, Coral Gables, Florida 33134.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in or transact any lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 S. Biscayne Blvd., Miami, FL 33131. and the name and address of the initial registered agent of the corporation is Angel M. Garcia-Oliver, 201 S. Biscayne Blvd., Miami, Florida 33131.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SMALL BUSINESS ELECTION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Miriam Mainieri
1249 San Miguel
Coral Gables, FL 33134

ARTICLE VIII. INCORPORATOR

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

Angel M. Garcia-Oliver, Esq.
Ferrell & Fertel, P.A.
Suite 1920, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

ARTICLE IX. INDEMNIFICATION

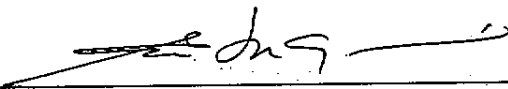
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, 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 20th day of October, 1998.


FERRELL & FERTEL, P.A.

By: 
ANGEL M. GARCIA-OLIVER
For the Firm - Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 day of October, 1998.


Notary Public, State of Florida

Printed name: Rosario S. Gonzalez



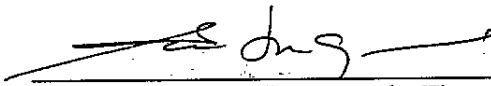
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: MIRIAM MAINIERI, INC.
2. The name of the Registered Agent and address of the Registered Office is:

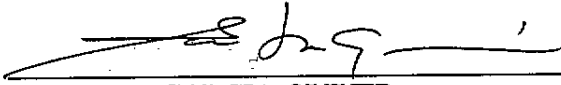
Angel M. Garcia-Oliver, Esq.
201 S. Biscayne Blvd., Suite 1920
Miami, FL 33131

FERRELL & FERTEL, P.A.


Angel M. Garcia-Oliver, For the Firm
Title: Incorporator
Date:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 3:01

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


ANGEL M. GARCIA-OLIVER
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Janet Lowe to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same and that she is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of October, 1998.

(Seal)




Notary Public State of Florida

Rosario S. Gonzalez
Printed Notary Name