



THE UNITED STATES
CORPORATION
COMPANY

P49000036126

ACCOUNT NO. : 072100000032

REFERENCE : 208083 4370848

AUTHORIZATION : *Patricia Pizutti*

COST LIMIT : \$ 78.75

ORDER DATE : April 16, 1999

ORDER TIME : 9:05 AM

ORDER NO. : 208083-005

300002844323-19

CUSTOMER NO: 4370848

CUSTOMER: Fran M. Parker, Esq
FRAN MULNICK PARKER, ESQ.
FRAN MULNICK PARKER, ESQ.
450 West 15th Street

New York, NY 10011

DOMESTIC FILING

NAME: ~~MIAMI HOLDINGS INC.~~

1849 N.W. First Avenue Realty Corp.

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: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 APR 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 19 PM 3:56
TALLAHASSEE, FLORIDA

4/21/99
W99-5301



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: MIAMI HOLDINGS INC.
Ref. Number: W99000009301

RESUBMIT
Please give original
submission date as file date.

We have received your document for MIAMI HOLDINGS 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 299A00020341

RECEIVED
99 APR 20 PM 4:40
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
1849 N.W. FIRST AVENUE REALTY CORP.

FILED
99 APR 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator 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:

1849 N.W. FIRST AVENUE REALTY CORP.

The address of the principal office of this corporation shall be 1849 N.W. First Avenue, Miami, Florida 33136, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities 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 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on April 19, 1999.

Deborah D. Skipper
It's Incorporator, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

JMG/AGL

FILED
99 APR 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA