

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-4842

FLORIDA PROFIT CORPORATION OR P.A.

COCOWALK LICENSE NO. 1, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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B. McKnight AUG 06 1999

ARTICLES OF INCORPORATION
OF
COCOWALK LICENSE NO. I, INC.

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

ARTICLE I

NAME

The name of the corporation is COCOWALK LICENSE NO. I, INC., whose address is: 3015 Grand Avenue, Suite 118, Coconut Grove, FL 33133.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3015 Grand Avenue, Suite 118 Coconut Grove, FL 33133, and the name of the initial registered agent of this corporation at that address is Alain Mateo.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

Fax Audit # H99000019476 3

The name and street address of the initial director is:

Mr. Mark G. Conroe
10 South LaSalle Street
Suite 370
Chicago, IL 60603

ARTICLE VII

INCORPORATOR

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

Mr. Alain Mateo
3015 Grand Avenue
Suite 118
Coconut Grove, FL 33133

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Fax Audit # H99000019476 3

Fax Audit # H99000019476 3

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of July, 1999.

ALAIN MATEO

STATE OF FLORIDA)
): ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of July, 1999 by ALAIN MATEO, who is personally known to me or who has produced a drivers license as identification.

Gerald J. Biondo
NOTARY PUBLIC, STATE OF FLORIDA
Print name: GERALD J. BIONDO
Commission No.: CC 764309

My Commission expires:

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Fax Audit # H99000019476 3

CERTIFICATE OF REGISTERED AGENT
OF
COCOWALK LICENSE NO. I, INC.

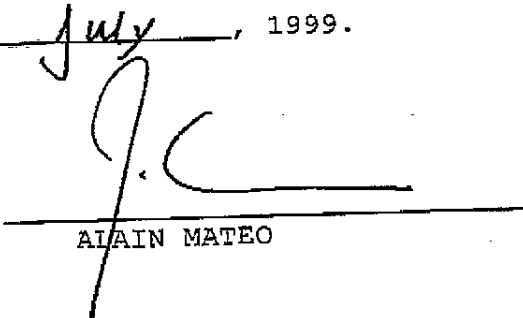
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That COCOWALK LICENSE NO. I, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coconut Grove, County of Miami-Dade, State of Florida, has named Alain Mateo, 3015 Grand Avenue, Suite 118, Coconut Grove, FL 33133, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 29 day of July, 1999.


ALAIN MATEO

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