

P99000088865

LAW OFFICES OF

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 1450 - SUNTRUST INTERNATIONAL CENTRE

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE: (305) 539-0000

TELECOPIER: (305) 539-0013

E-MAIL: schiffaw@aol.com

ASSOCIATED OFFICE:

B'KELNEK Y ASOCIADOS, S.C.

RIO DANUBIO No. 69 - 50 PISO

COLONIA CUAUHTEMOC, C.P. 06500

MEXICO, D.F. (Mexico City)

TELEPHONE: 011-525-511-11-65

TELECOPIER: 011-525-533-50-74

September 29, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700003005317--0  
-10/05/99-01033-001  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Addison & Clark Street Publishing Corporation,

Dear Sir/Madam:

Enclosed please find the following:

- (a) Articles of Incorporation of Addison & Clark Street Publishing Corporation, Inc.
- (b) My client's check made payable to the Secretary of State in the amount \$122.50.

If you require anything further please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/je  
Encl.

FILED  
99 OCT -5 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-7  
we

**ARTICLES OF INCORPORATION**

**OF**

**ADDISON & CLARK STREET PUBLISHING CORPORATION**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

The name of this corporation shall be:

**ADDISON & CLARK STREET PUBLISHING CORPORATION**

and its principal office shall be located at:

**9130 South Dadeland Boulevard  
Suite 1504  
Miami, Florida 33156**

and its mailing address shall be as follows:

**c/o Milton Hirsch, P.A.  
9130 South Dadeland Boulevard  
Suite 1504  
Miami, Florida 33156**

FILED  
99 OCT -5 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - NATURE OF BUSINESS**

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

### ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed by the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

### ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

#### NAME

#### STREET ADDRESS

**Milton Hirsch**

**9130 South Dadeland Boulevard  
Suite 1504  
Miami, Florida 33156**

### ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

#### NAME

#### STREET ADDRESS

**Milton Hirsch**

**9130 South Dadeland Boulevard  
Suite 1504  
Miami, Florida 33156**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these

Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for uses and purposes aforesaid, this 28 day of September, 1999.

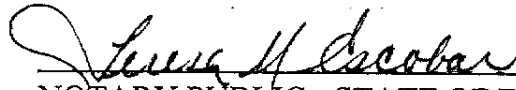

  
\_\_\_\_\_  
MILTON HIRSCH, Incorporator

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

BEFORE ME, the undersigned authority, appeared **MILTON HIRSCH**, ☒ to me personally known; or ☐ who produced \_\_\_\_\_ as identification, who after first being duly sworn stated that he is the person subscribing to the above and foregoing

Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal at Miami-Dade County, Florida, this 28 day of September, 1999.

  
NOTARY PUBLIC - STATE OF FLORIDA  
{SEAL}  Teresa M. Escobar  
MY COMMISSION # CC649963 EXPIRES  
May 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

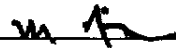
or Print name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Expiration Date: \_\_\_\_\_

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

PURSUANT to Chapters 48.091 and 607, Florida Statutes, ADDISON AND CLARK STREET PUBLISHING CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its principal offices as indicated therein located at 9130 South Dadeland Boulevard, Suite 1504, Miami, Florida 33156, has named MICHAEL SCHIFFRIN, ESQUIRE, whose address is Suite 1450 - SunTrust International Centre, One Southeast Third Avenue, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.

  
\_\_\_\_\_  
MILTON HIRSCH, Incorporator

HAVING been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
MICHAEL SCHIFFRIN, ESQ.  
Michael Schiffrin & Associates, P.A.  
Suite 1450 - SunTrust International Centre  
One Southeast Third Avenue  
Miami, Florida 33131  
Telephone: (305) 539-0000  
Telecopier: (305) 539-0013