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Tot

Division of Corporations

Fax Number

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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053

Phone

: (305) 672-0686

Fax Number

: (305)672-9110

FLORIDA PROFIT CORPORATION OR P

Second Story Miami Inc.

| Certificate of Status | 1 |
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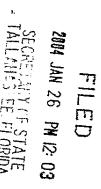
ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: Second Story Miami, Inc.

Article II. Address

The Corporation's mailing address is: Second Story Miami, Inc. 1480 Euclid Ave #202 Miami Beach FL 33139



effective date |-2]-04|

Article III. Registered Agent

The name and address of the Corporation's registered agent is: Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Alan Roth

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 23, 2004.

The undersigned incorporator executed these Articles of Incorporation on January 23, 2004.

CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Second Story Miami, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 SECRETALY OF STATE TALL AHAS SEE PLORINA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Taide Baez, Vice President

Date: January 23, 2004

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686