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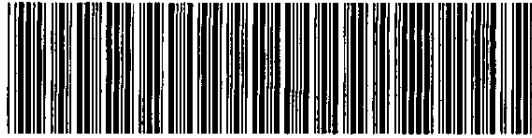
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B. McKnight AUG 11 2009

Law Offices

Stephen N. Rosenthal

Mailing Address

20533 Biscayne Blvd.

No. 265

Aventura, Florida 33180

Downtown Office

25 West Flagler Street

Suite 1040

Miami, Florida 33130

Telephone: (305) 931-1115

Fax: (305) 931-1180

August 6, 2009

Florida Department of State

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

Re: Incorporation of Sofieserge, Inc.

To Whom It May Concern:

In connection with the above referenced matter, and based upon my representation of Sofieserge, Inc., I am herewith enclosing the following:

- A. Original and copy of the Articles of Incorporation;
- B. My check in the sum of ^{\$120⁰⁰} ~~\$97.00~~; and,
- C. Self addressed stamped envelope.

At this time, I would appreciate your filing the enclosed Articles and thereafter returning same to my office so that my clients can obtain a tax identification number.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

*Please don't return for overpayment,
if any.*

ARTICLES OF INCORPORATION

OF

SOFIESERGE, INC.

09 AUG 10 PM 1:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: SOFIESERGE, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of the operation of a restaurant and dining facility, including but not limited to preparation of food products and beverages and delivery thereof together with any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall be authorized to issue capital stock in the following manner, to-wit: (1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 17082 Collins Avenue, Sunny Isles Beach, Florida 33160.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be ALINA TSINEVICH, and the Registered Office shall be located at 19390 Collins Avenue, No. M11, Sunny Isles, Florida 33160, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles in Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Mariya Mogilevskaya	President/Secretary/Vice President/- Treasurer	17082 Collins Avenue Sunny Isles Beach, Fl.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are **elected** and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mariya Mogilevskaya	17082 Collins Avenue, Sunny Isles Bch, Fl.

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

Alina Tsinevich, 19390 Collins Avenue, No. M11, Sunny Isles Beach, Fl. 3 3160

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Mariya Mogilevskaya	17082 Collins Avenue Sunny Isles Beach, Fl.	1,000	\$ 1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The

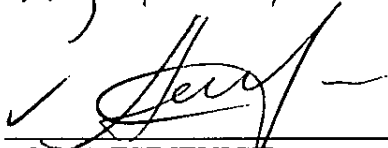
foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS


The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Miami,
Dade County, Florida, this 15 day of August, 2009

ALINA TSINEVICH (SEAL)

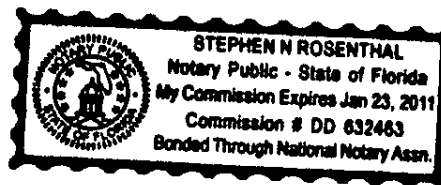
STATE OF FLORIDA)
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 15 day of Aug.,
2009, by ALINA TSINEVICH, who is personally known to me or has produced his license as

identification and who did (did not) take an oath; by _____ who is personally known to me or who has produced licence as identification and who did (did not) take an oath.



Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of SOFIESERGE, INC., and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 19390 Collins Avenue, No. M11, Sunny Isles, Florida 33160.


Registered Agent
ALINA TSINEVICH

FILED
09 AUG 10 PM 1:54
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA