

F98000002376

TRANSMITTAL LETTER

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-04/27/98--01031--001
***1150.00 ***1150.00

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000002484090--2
-04/09/98--01067--002
*****70.00 *****70.00

W98-8001

SUBJECT: SoBe Enterprises, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert K. Gray
(Name of Person)
SoBe Enterprises
(Firm/Company)
4731 Pine Tree Drive
(Address)
Miami Beach, FL 33140
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Scott van Vianen at (305) 538-1050
(Name of Person) Area Code & Daytime Telephone Number

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mtm
4/27

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1998

ROBERT K. GRAY
SOBE ENTERPRISES, INC.
4731 PINE TREE DRIVE
MIAMI BEACH, FL 33140

SUBJECT: SOBE ENTERPRISES, INC.
Ref. Number: W98000008001

We have received your document for SOBE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

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Michael Mays
Document Specialist

Letter Number: 798A00018955

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1998

ROBERT K. GRAY
SOBE ENTERPRISES, INC.
4731 PINE TREE DRIVE
MIAMI BEACH, FL 33140

SUBJECT: SOBE ENTERPRISES, INC.
Ref. Number: W98000008001

We have received your document for SOBE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 998A00020994

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Ref# W98050008001
Ltr # 799400018955



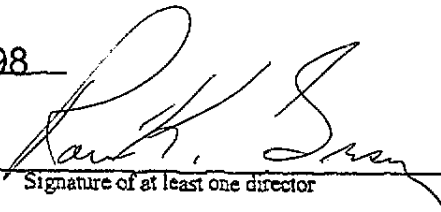
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert Gray, do hereby certify
that this Resolution of the Board of Directors of _____
SoBe Enterprises, Inc.
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on April 24, 19 97

Resolved, that SoBe Enterprises, Inc., organized
and existing in the State of Delaware, hereby adopts the
name SoBe Online, Inc.
for use in Florida.

Dated: April 14, 1998



Signature of at least one director

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DNHS19(3/95)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. SoBe Enterprises Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 52-2040514
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/23/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 924 Lincoln Road #200
Miami Beach, FL 33140
(Current mailing address)

8. Web Site Design
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Robert Gray

Office Address: 4731 Pine Tree Drive

Miami Beach, Florida, 33140
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert k. Gray

Address: 4731 Pine Tree Drive

Miami Beach, FI 33140

Vice Chairman: Ted Liebowitz

Address: 162 E 64th Street

New York, NY 10021

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert K. Gray

Address: 4731 Pine Tree Drive

Miami Beach, FL

Vice President: Ted Liebowitz

Address: 162 E. 64th Street

New York, NY 10021

Secretary: _____

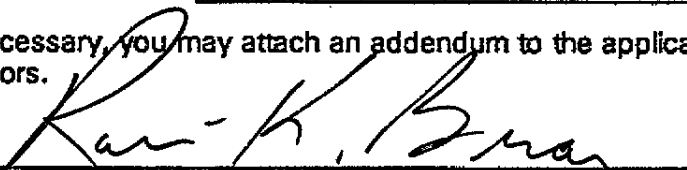
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

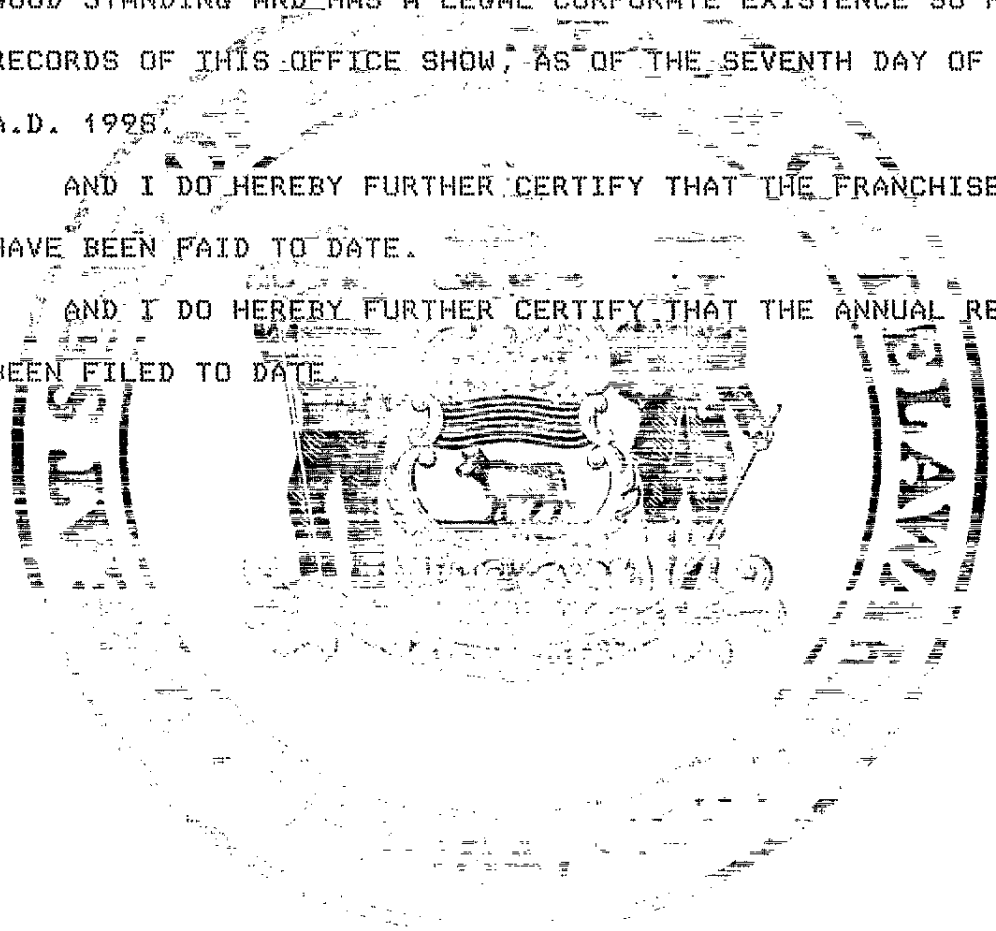
14. Robert K. Gray President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOBE ENTERPRISES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9015783

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DATE: 04-07-98