



LOI 000019026

ACCOUNT NO. : 072100000032

REFERENCE : 305324 7185278

AUTHORIZATION :

COST LIMIT : \$ 125.00

MJH

Patricia Pizit

ORDER DATE : November 2, 2001

ORDER TIME : 1:41 PM

ORDER NO. : 305324-005

CUSTOMER NO: 7185278

CUSTOMER: Thomas Benedetti, Esq
Viola, Benedetti & Azzolini,
L.L.C.
134 Columbia Turnpike

Florham Park, NJ 07932

DOMESTIC FILING

NAME: SOBE CAPITAL, LLC

RECEIVED
01 NOV -5 PM 3:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

100004666661--3

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

FILED
01 NOV -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

SoBe Capital, LLC

Under Section 608.407 of the Florida Statutes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE I: The name of the limited liability company is:
SoBe Capital, LLC

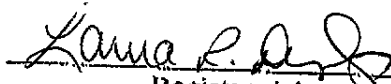
ARTICLE II: The mailing address and street address of the principal office of the limited liability company is:

420 Lincoln Road
Suite 320
Miami, Florida 33139

ARTICLE III: The name and Florida street address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent

Laura R. Dunlap
as its agent

ARTICLE IV: The limited liability company is to be managed by one manager or more manager and is, therefore, a manager-managed company.

ARTICLE V: The limited liability company may establish classes or groups of members having such relative rights, powers, preferences and limitations as the operating agreement may provide. The limited liability company may in the future create, in the manner set forth in the operating agreement, additional classes of members having such relative rights, powers, preferences and limitations as may from time to time be

established pursuant to the operating agreement, including rights, powers, preferences, limitations and duties senior to existing classes of members.

IN WITNESS WHEREOF, the undersigned has hereunto signed these Articles of Organization this 2nd day of November, 2001.

SoBe Capital, LLC

By: 

Thomas J. Benedetti
Organizer

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)