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Division of Corporations  
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FLORIDA NON-PROFIT CORPORATION

SOBE AIDS FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 1999

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
of  
SOBE AIDS FOUNDATION, INC.  
a Florida Not-For-Profit Corporation

ARTICLE I

Corporate Name

The name of this corporation is SOBE AIDS FOUNDATION, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

a. for the advancement of AIDS related causes, research and treatment, and any other related or corresponding purposes by the distribution of its funds for such purposes.

i. to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as

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tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term as provided in the Bylaws of this corporation. Annual meetings shall be held at such place or places as the Bylaws may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall

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state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Joel J. Kropf / President	2300 SW 20 <sup>th</sup> Street Miami, Fl. 33145
Rafael A. Ortiz/ Vice-President/Secretary	2300 SW 20 <sup>th</sup> Street Miami, Fl. 33145
Benedicta Acolatse / Treasurer	744 Lenox Ave, Ste. 5 Miami Beach, Fl. 33139

a. Corporate Officers. The corporate officers of this corporation shall be the following: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Joel Kropf	President	2300 SW 20 <sup>th</sup> Street Miami, Fl. 33145
Rafael A. Ortiz	Vice-Pres./Secretary	2300 SW 20 <sup>th</sup> Street Miami, Fl. 33145
Benedicta Acolatse	Treasurer	744 Lenox Ave, Ste.5 Miami Beach, Fl. 33139

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ARTICLE VI  
Earnings & Activities of Corporation

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

a. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

b. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

c. Notwithstanding any other provision of these articles,

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this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

##### Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code for corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### Membership

1. The corporation shall have one class of members and no more than one membership may be held by any one person. The rights

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and privileges of all members shall be equal. Each member shall be entitled to one vote.

a. Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

b. A prospective member shall be eligible for membership upon satisfaction of the requirements set forth in the Bylaws.

ARTICLE IX

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joel J. Kropf	2300 SW 20 <sup>th</sup> Street Miami, Fl.33145
Rafael A. Ortiz	2300 SW 20 <sup>th</sup> Street Miami, Fl.33145
Benedicta Acolatse	744 Lenox Avenue, Suite 5, Miami Beach, Fl. 33139

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or

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new Bylaws of this corporation may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered / Principal Office and Agent

The address of the corporation's principal office shall be 2300 SW 20<sup>th</sup> Street, Miami, Fl. 33145 and the name of its registered agent at said address shall be Joel Kropf 2300 SW 20<sup>th</sup> Street, Miami, Fl. 33145.

ARTICLE XIII


Amendment of Articles

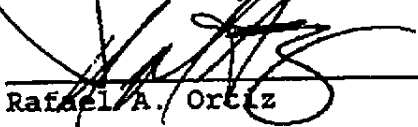
Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

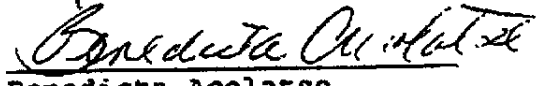
We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of incorporation this \_\_\_ day of July, 1999.

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 \_\_\_\_\_  
 Joel Kropf

  
 \_\_\_\_\_  
 Rafael A. Ortiz

  
 \_\_\_\_\_  
 Benedicta Acolatse

STATE OF FLORIDA :  
 :  
 COUNTY OF DADE :

BEFORE me personally appeared Joel Kropf, Rafael A. Ortiz and Benedicta Acolatse, who are personally known to me or who have produced as identification \_\_\_\_\_ and did take an oath and who executed the foregoing notice, and acknowledged to and before me that they executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal on the \_\_\_\_ day of July, 1999.

\_\_\_\_\_

Name: \_\_\_\_\_

Notary Public, State of Florida at Large

My Commission expires:

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SOBE Aids Foundation, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: SOBE Aids Foundation, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami, STATE OF Florida, HAS NAMED JOEL J. KROFF LOCATED AT 2300 SW 20TH STREET, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
JOEL J. KROFF

TITLE INCORPORATOR

DATE JULY 16, 1999

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
JOEL J. KROFF

DATE JULY 16, 1999

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TALLAHASSEE, FLORIDA

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