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LAW OFFICES
Sheldon R. Rosenthal
SUITE 1040 CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
Miami, Florida 33130
July 7, 1999

TELEPHONE 379-1452
"FAX" 358-8020
AREA CODE 305

Secretary of State
Division of Corporations
P. O Box 6327
Tallahassee, Florida 32314

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-07/12/99--01103--013
*****78.75 *****78.75

**RE: Incorporation of The SoBe Room, Inc.
A Non-Profit Corporation**

Gentlemen:

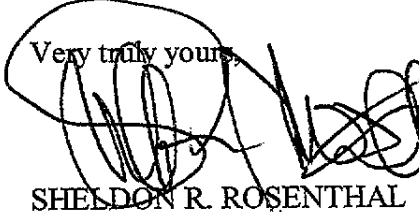
The undersigned attorney represents the SoBe Room, Inc., a non-profit Florida corporation.

I am herewith enclosing the following so that the corporation can be filed with your office:

1. Original and one fully executed copy of the Articles of Incorporation.
2. My check made payable to the Secretary of State in the sum of \$78.75 to cover the filing of the Articles.

Please file and return one certified copy directly to my office.

If you have any questions or need anything further, please call me.

Very truly yours,

SHELDON R. ROSENTHAL

99 JUL 28 AM 9:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SRR/tr

Enclosures

~~W99-16049~~

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LAW OFFICES

Sheldon R. Rosenthal

SUITE 1040 CITY NATIONAL BANK BUILDING

25 WEST FLAGLER STREET

Miami, Florida 33130

July 23, 1999

TELEPHONE 379-1452
"FAX" 358-8020
AREA CODE 305

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Attn: Teresa Brown
Corporate Specialist

**RE: THE SOBE ROOM, INC.
Non-Profit Florida Corporation
Ref. Number: W99000016664**

Dear Ms. Brown:

This will confirm receipt of your letter dated July 20th, 1999 in connection with the above-captioned matter.

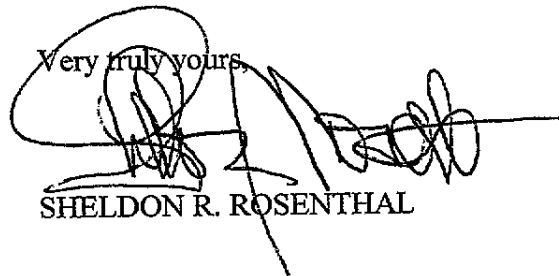
A copy of your letter is enclosed together with original and copy of the Amended Articles of Incorporation of The Sobe Room, Inc., a Non-Profit Florida corporation.

Please note that Article X has been amended to provide that the members of the Board of Directors will be elected in accordance with the terms and conditions of the By-Laws.

If this meets with your approval, please file and return certified copy of the Articles directly to my office.

If you have any questions please call me.

Very truly yours,



SHELDON R. ROSENTHAL

SRR/tr

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 1999

SHELDON R. ROSENTHAL, ESQ.
25 E. FLAGLER STREET
SUITE 1040
MIAMI, FL 33130

SUBJECT: THE SOBE ROOM, INC.
Ref. Number: W99000016664

We have received your document for THE SOBE ROOM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 499A00037093

ARTICLES OF INCORPORATION

of

THE SOBE ROOM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the nonprofit corporation shall be:

THE SOBE ROOM, INC., a nonprofit Florida corporation

ARTICLE II - PURPOSE

A. The corporation does not contemplate pecuniary gain or profit to the members thereof and the specific purpose for which it is formed is to provide a meeting place where individuals who are engaged in Alcoholic Anonymous programs or other recognized 12-step programs can hold meetings.

B. To carry on and engage in any charitable and educational endeavor as permitted under the laws of the the State of Florida or the United States of America.

ARTICLE III - NON-STOCK

The nonprofit corporation shall be non-stock and shall have no authority to issue stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE IV - POWERS

The powers of the nonprofit corporation shall include all those conferred by the bylaws of the nonprofit corporation and the laws of the State of Florida and the United States of America.

ARTICLE V - QUALIFICATION OF MEMBERS, MANNER OF ADMISSION

Membership in the nonprofit corporation shall be open to the general public without restriction as to race, color or creed and shall be based upon the proposed member being a member in good standing in Alcoholics Anonymous or any other recognized 12-step program, a minimum of 30 consecutive days of sobriety, prompt payment of membership fees, dues, and other requirements and agreement to comply with and abide by the rules, regulations and bylaws of the nonprofit corporation.

ARTICLE VI - TERM OF EXISTENCE

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

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the nonprofit corporation shall be:
1835 PURDY AVENUE, MIAMI BEACH, MIAMI-DADE COUNTY, FLORIDA 33139

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The Registered Agent for the nonprofit corporation shall be **LARRY M. WOOD**, and the Registered Office shall be located at: 1835 Purdy Avenue, Miami Beach, Miami-Dade County, Florida 33139, 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 IX - OFFICERS AND MANAGEMENT

The affairs of the nonprofit corporation shall be managed by its officers subject, however, to the Board of Directors and to the provisions of these Articles of Incorporation and the bylaws of the nonprofit corporation. The Officers of the nonprofit corporation may consist of a President, Vice President, Secretary, Treasurer and Assistant Treasurer, in addition to such other officers that the bylaws authorize or the members elect. The names and addresses of the officers of the nonprofit corporation 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>
Larry M. Wood	President	4575 Post Avenue Miami Beach, FL 33140
Craig B. Eberhardt	Vice President	9 Island Avenue, #1614 Miami Beach, FL 33139
Kevin Cline	Secretary	20 Island Avenue, #1503 Miami Beach, FL 33139
Carl N. Elliott	Treasurer	1980 Bay Drive, Apt. 2 Miami Beach, FL 33141
Luis Comabella	Assistant Treasurer	900 West Avenue, #711 Miami Beach, FL 33139

ARTICLE X - BOARD OF DIRECTORS

The nonprofit corporation shall be governed by a Board of Directors which shall consist of not less than nine (9) members. Members of the Board of Directors shall be elected in accordance with the terms and conditions as set forth in the By-Laws of the Non-Profit Corporation.

ARTICLE XI - INITIAL DIRECTOR OR DIRECTORS

The names and addresses of the persons who shall serve as the initial Directors until the first annual meeting of the nonprofit corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry M. Wood	4575 Post Avenue Miami Beach, FL 33140
Craig B. Eberhardt	9 Island Avenue, #1614 Miami Beach, FL 33139
Kevin Cline	20 Island Avenue, #1503 Miami Beach, FL 33139
Carl N. Elliott	1980 Bay Drive, Apt. 2 Miami Beach, FL 33141
Luis Comabella	900 West Avenue, #711 Miami Beach, FL 33139
Mario Patroni	5 Island Avenue, Apt. 9D Miami Beach, FL 33139
Joe Motter	1881 Washington Avenue, #11-D Miami Beach, FL 33139
Johnnie Cope	1800 Collins Avenue, #18F Miami Beach, FL 33139
Jim Norris	9033 Abbott Avenue Surfside, FL 33154

ARTICLE XII - INCORPORATOR OR INCORPORATORS

The names and addresses of the incorporators subscribing to these Articles of Incorporation are as follows:

NAME

ADDRESS

Larry M. Wood

4575 Post Avenue
Miami Beach, FL 33140

Craig B. Eberhardt

9 Island Avenue, #1614
Miami Beach, FL 33139

Carl N. Elliott

1980 Bay Drive, Apt. 2
Miami Beach, FL 33141

Kevin Cline

20 Island Avenue, #1503
Miami Beach, FL 33139

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the nonprofit corporation shall be indemnified by the nonprofit corporation for all expenses and liabilities, including attorney's 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 nonprofit 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.

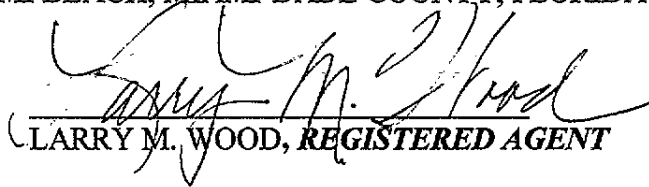
ARTICLE XIV - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the nonprofit corporation shall be vested exclusively in the membership of the nonprofit corporation and shall be in accordance with the bylaws of said nonprofit corporation.

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of **THE SOBE ROOM, INC.**, a Florida Nonprofit corporation, and agree to serve as it Registered Agent, to accept service of process within the State at its Registered Office located at:

1835 PURDY AVENUE, MIAMI BEACH, MIAMI-DADE COUNTY, FLORIDA 33139


LARRY M. WOOD, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA