



THE UNITED STATES
CORPORATION
COMPANY

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00 AUG -3 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 786748 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 3, 2000

ORDER TIME : 3:01 PM

ORDER NO. : 786748-005

CUSTOMER NO: 85437A

CUSTOMER: Sandi D. Morejon, Legal Asst
Smith & Supraski, P.a.

Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

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-08/04/00-01001--007

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DOMESTIC FILING

NAME: SOUTH BEACH ~~SCOOTER, INC.~~ *VENTURES Corp.*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: *PH*

2544
1000-19361

GAVE

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE
STATE

00 AUG -3 PM 3:55

RECEIVED

AUTHORIZED TO SIGN TO

Archie - effective to and from
delete reference to and from
original date of submission
CH



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SOUTH BEACH SCOOTER, INC.
Ref. Number: W00000019361

RESUBMIT
Please give original
submission date as file date.

We have received your document for SOUTH BEACH SCOOTER, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 800A00042288

RECEIVED
00 AUG 11 PM 2:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH BEACH VENTURES CORP.

FILED
00 AUG -3 AM 9: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: SOUTH BEACH VENTURES CORP. The principal place of business of this corporation shall be at 8081 N.W. 67th Street, Miami, Florida 33166.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of filing.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Jose Mesas	8081 N.W. 67 Street Miami, FL 33166
Emilio Suaya	8081 N.W. 67 Street Miami, FL 33166
David Suaya	8081 N.W. 67 Street Miami, FL 33166

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE MESAS President	8081 N.W. 67 Street Miami, FL 33166
EMILIO SUAYA Vice President/Secretary	8081 N.W. 67 Street Miami, FL 33166
DAVID SUAYA Vice President/Treasurer	8081 N.W. 67 Street Miami, FL 33166

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as

to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

EMILIO SUAYA

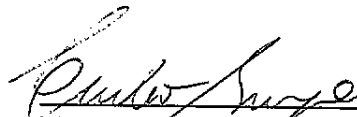
8081 N.W. 67 Street
Miami, FL 33166

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 9 day of August, 2000.



EMILIO SUAYA
SUBSCRIBER

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared EMILIO SUAYA, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 9 day of AUGUST, 2000.



Notary Public, State of Florida

STEVEN H. ROTHSTEIN

Print Name of Notary Public

My Commission Expires:



Steven H. Rothstein
Commission # CC954907
Expires Aug. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

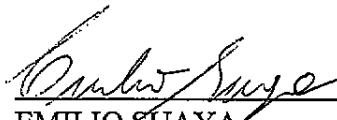
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

FILED

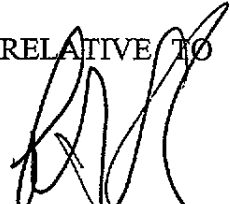
AUG -3 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST -- THAT SOUTH BEACH VENTURES CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS LOCATED AT, 8081 N.W. 67 STREET, MIAMI, FL 33166, HEREBY NAMES
LOUIS A. SUPRASKI, ESQ., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.


EMILIO SUAYA

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


LOUIS A. SUPRASKI,
REGISTERED AGENT
DATED: 8-9-00