

PO 1000033473

LAW OFFICES OF

**BLOOM & MINSKER**  
ATTORNEYS AND COUNSELORS AT LAW

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MIAMI, FLORIDA 33131-3503

KENNETH M. BLOOM\*  
JOEL N. MINSKER, P.A.  
\*BOARD CERTIFIED IN TAXATION

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FACSIMILE: (305) 371-5760  
E-MAIL: miamilaw@earthlink.net

March 26, 2001

Kenneth GAVE

VIA UPS

AUTHORIZATION BY PHONE TO

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

CORRECT Address  
DATE 4/3  
DOC. EXAM SB

600003924276--7  
-03/23/01--01085--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: 33139, Inc.  
Our File No. 97061.02

**EFFECTIVE DATE**  
03/26/01

Gentlemen:

We represent Andrea Silverthorne. Our client has requested we form a Florida corporation for her with the name 33139, Inc. 33139, Inc. is presently a Florida corporation (Charter No.P00000101373). 33139, Inc. has changed its name to SouthBeach.Com, Inc. and authorizing my client to form a corporation using 33139, Inc. as its name. Accordingly, enclosed are the following:

1. Original and one copy of the Articles of Incorporation of 33139, Inc. to be newly formed;
2. Check in the amount of \$78.75 in payment of:
  - (a) filing fees & registered agent designation - \$70.00
  - (b) certified copy - \$8.75
3. Copy of Articles of Amendment to Articles of Incorporation of 33139, Inc. changing its name to SouthBeach.Com, Inc.; and
4. Letter of Permission from 33139, Inc. authorizing my client to form a corporation using the name 33139, Inc.

01 MAR 28 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

At the conclusion of the transactions described herein, 33139, Inc. will be a newly formed corporation with Andrea Silverthorne as its sole initial Director and as its Incorporator. The former 33139, Inc. has the new name of SouthBeach.Com, Inc.

G. BULLOCK APR 03 2001

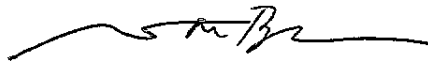
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Florida Department of State  
March 23, 2001  
Page 2

Please return a certified copy of the Articles of Incorporation of 33139, Inc. (newly formed) to the undersigned after processing.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please contact me immediately.

Very truly yours,



KENNETH M. BLOOM

KMB/do

Enclosures

cc: Andrea Silverthorne  
Donald E. Kubit, Esq.  
Joel N. Minsker, P.A.

**ARTICLES OF INCORPORATION**

**OF**

**33139, Inc.**

**EFFECTIVE DATE**  
03/26/01

**FILED**  
**01 MAR 28 AM 9:33**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this Corporation is 33139, Inc..

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 1210 Washington Avenue, Suite 290, Miami Beach, Florida 33139.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00).  
5,000 shares shall be voting shares, and 5,000 shares shall be non-voting shares. There shall be no more than 75 shareholders at any one time. All shares of stock shall be appropriately designated at time of issuance, as voting or non-voting shares.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The initial registered office is located at 1210 Washington Avenue, Suite #290, Miami

Beach, Florida 33139. The name of the initial registered agent of this Corporation at that address is Andrea Silverthorne. Said registered agent is familiar with and accepts the obligations of that position.

**ARTICLE V - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is Andrea Silverthorne, 1210 Washington Avenue, Suite #290, Miami Beach, Florida 33139.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREA SILVERTHORNE	1210 Washington Avenue Suite #290 Miami Beach, Florida 33139

**ARTICLE VII - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE VIII - COMMENCEMENT OF EXISTENCE**

This Corporation shall commence to exist on the date of subscription to these Articles if

filed within five (5) days with the Secretary of State.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of March, 2001.

  
\_\_\_\_\_  
ANDREA SILVERTHORNE  
INCORPORATOR

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF MIAMI-DADE        )


The foregoing instrument was acknowledged before me this 26 day of March, 2001 by ANDREA SILVERTHORNE, Incorporator, who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 26 day of March, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

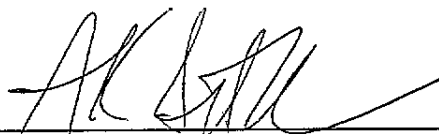
My Commission Expires:

Printed Name: ISABEL D. HORNILLA

 Isabel D Hornilla  
My Commission CC795324  
Expires December 6, 2002  
Isabel D Hornilla  
Commission CC795324  
Expires December 6, 2002

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

33139, Inc., having appointed the undersigned as its Registered Agent, the undersigned hereby accepts said appointment and agrees to act in said capacity.



ANDREA SILVERTHORNE

**FILED**  
01 MAR 28 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA