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TRANSMITTAL LETTER

FILED
01 JUL -9 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 4, 2001

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

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-07/09/01--01055--017
****122.50 *****78.75

SUBJECT: SOBE HEALTH, INC.

I enclose an original and 1 copy of the Articles of
Incorporation for the above corporation and a check in the amount
of \$ 122.50

SIGNED: _____

From:

JOSEPH S. BARCIE
Name

16336 SHADOW COURT
Address

MIAMI LAKES FLORIDA 33014
City State Zip

(305) 820-8770
Telephone Number

Joseph Barcie GAVE
AUTHORIZATION BY PHONE TO
CORRECT Supper
DATE 7/13/01
DOC. EXAM Doris Brown

D. BROWN JUL 12 2001

ARTICLES OF INCORPORATION

OF

SOBE HEALTH INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: SoBe Health, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

16336 Shadow Court

Miami Lakes, Florida

33014

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joseph S. Barcie

16336 Shadow Court

Miami Lakes, Florida

33014

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

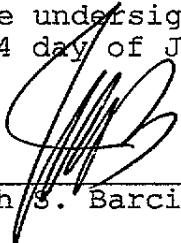
Joseph S. Barcie

16336 Shadow Court

Miami Lakes, Florida

33014

The undersigned has executed these Articles of Incorporation this 4 day of July 2001.

A handwritten signature in dark ink, appearing to be 'JSB', is written over a horizontal line.

Joseph S. Barcie, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

SOBE HEALTH, INC.

2. The name and address of the registered agent and office is:

JOSEPH S. BARCIE

16336 SHADOW COURT

MIAMI LAKES, FLORIDA 33014

Signature: _____



Title: CHAIRMAN, CHIEF EXECUTIVE OFFICER

Date: 7/4/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature: _____



Date: 7/4/01