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Division of Corporations

P01000092366 Page 1 of 1
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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

SOHO BEACH HOLDINGS, INC.

Certificate of Status	0
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H01 000101304 3

ARTICLES OF INCORPORATION**OF****SOHO BEACH HOLDINGS, INC.**EFFECTIVE DATE
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SECRETARY OF FLORIDA
TALLAHASSEE
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The name of this corporation is SOHO BEACH HOLDINGS, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 21st day of September, 2001, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is authorized to engage in any lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$1.00	Common

H01 000101304 3

ARTICLE V - PRE-EMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 301 Jackson Street, Hollywood, FL 33019. The corporation's mailing address shall be the same.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Dean Liotta

**STREET ADDRESS OF
REGISTERED OFFICE**

301 Jackson Street
Hollywood, FL 33019

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Dean Liotta	301 Jackson Street Hollywood, FL 33019

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of September, 2001.

Incorporator and Initial Member
of Board of Directors

Dean Liotta

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation.

Dean Liotta