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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
SOUTH BEACH PARTICIPATION AND DEVELOPMENT, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

EMPIRE

SUBJECT: SOUTH BEACH PARTICIPATION AND DEVELOPMENT, INC.
REF: W01000026706

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ARTICLES OF INCORPORATION
OF
SOUTH BEACH PARTICIPATION AND DEVELOPMENT, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:

SOUTH BEACH PARTICIPATION AND DEVELOPMENT, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

This Corporation is organized for any legal purpose whatsoever and any business permitted under the laws of the United States and under the laws of the State of Florida, including investments, purchase and sale of real estate and any participation in the capital of any business, venture, partnership, be they in the United States or abroad.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jose Maria Carneiro da Cunha
1900 S. W. 3rd Avenue
Miami, Florida 33129

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Sofia Powell-Cosio, Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 579-9988
Florida Bar No. 867942

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the By-Laws adopted by the shareholders. However, the Corporation shall have not less than One (1) Director at any time.

**ARTICLE VI.
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation are:

Name	Title	Address
Patrizio Clerici	Director	1643 Brickell Ave. #3105 Miami, FL 33129

**ARTICLE VII.
INITIAL OFFICERS**

The name and post office address of the initial officers of this corporation are as follows:

Name	Title	Address
Patrizio Clerici	Pres./Sec. Treasurer	1643 Brickell Ave. #3105 Miami, Florida 33129

**ARTICLE VIII.
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Sofia Powell-Cosio	1390 Brickell Ave. Suite 200 Miami, FL 33131

**ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

1900 S. W. 3rd. Avenue
Miami, FL 33129

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE X.

The Corporation is to exist perpetually.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Sofia Powell-Cosio
Sofia Powell-Cosio

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

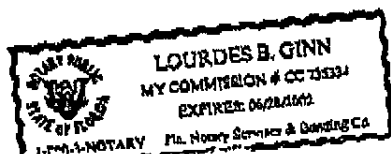
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, SOFIA POWELL-COSIO, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this ____ day of _____,

2001

Lourdes B. Ginn
NOTARY PUBLIC

DATE COMMISSION EXPIRES _____



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

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

FIRST South Beach Participation and Development, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED JOSE MARIA CARNEIRO DA CUNHA OF 1900 S. W. 3rd. Ave ---MIAMI, FLORIDA 33129, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Jose Maria Carneiro da Cunha

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Jose Maria Carneiro da Cunha
1900 S. W. 3rd. Avenue
Miami, FL 33129

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