

**Electronic Articles of Incorporation
For**

**P02000009535
FILED
January 28, 2002
Sec. Of State**

SOUTH OF FIFTH HOLDING, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SOUTH OF FIFTH HOLDING, INC.

Article II

The principal place of business address:

3400 MCDONALD STREET
COCONUT GROVE, FL. 33133

The mailing address of the corporation is:

3400 MCDONALD STREET
COCONUT GROVE, FL. 33133

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 AT @ \$1.00

Article V

The name and Florida street address of the registered agent is:

BRUNO G CARNESELLA
3400 MCDONALD STREET
COCONUT GROVE, FL. 33133

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: BRUNO G. CARNESELLA

Article VI

The name and address of the incorporator is:

BRUNO G. CARNESELLA
3400 MCDONALD STREET
COCONUT GROVE
FL. 33133

Incorporator Signature: BRUNO G. CARNESELLA

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PV
BRUNO G CARNESELLA
3400 MCDONALD STREET
COCONUT GROVE, FL. 33133