

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : RITA SALCINES  
Account Number : 075350000406  
Phone : (305) 443-1872  
Fax Number : (305) 447-0276

## FLORIDA PROFIT CORPORATION OR P.A.

## CDF SOBE CORPORATION

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**ARTICLES OF INCORPORATION**  
**CDF SOBE CORPORATION**

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE:**

The name of this corporation is: **CDF SOBE CORPORATION**

**ARTICLE TWO:**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE:**

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

**ARTICLE FOUR:**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE:**

The street address of the initial principal office of this corporation is:

8225 LOS PINOS CIRCLE, CORAL GABLES, FLORIDA 33143

and the name and address of the Registered Agent of this corporation is:

CLARISSA E. FALCO DE SHNITZER  
8225 LOS PINOS CIRCLE, CORAL GABLES, FLORIDA 33143

**ARTICLE SIX:**

This corporation shall have three directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

CLARISSA E. FALCO DE SHNITZER - President  
8225 LOS PINOS CIRCLE, CORAL GABLES, FL 33143

CARLOS DAMIAN SIRI - Treasurer  
8225 LOS PINOS CIRCLE, CORAL GABLES, FL 33143

FERNANDO DIEGO SIRI - Secretary  
8225 LOS PINOS CIRCLE, CORAL GABLES, FL 33143

This document prepared by Rita Salcines (305) 443-1872  
2827 SW 18<sup>th</sup> Street, Miami, Florida 33145

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ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the persons signing these Articles is:

CLARISSA E. FALCO DE SHNITZER  
8225 LOS PINOS CIRCLE, CORAL GABLES, FLORIDA 33143

ARTICLE EIGHT:

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of February 2002.

  
CLARISSA E. FALCO DE SHNITZER, INCORPORATOR

STATE OF FLORIDA)

ss

COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared CLARISSA E. FALCO DE SHNITZER, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 20<sup>th</sup> day of February 2002.

  
Notary Public - State of Florida

My Commission Expires:



Rita M Salcines  
My Commission DD034210  
Expires June 20, 2005

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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.

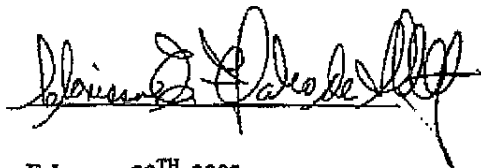
1. The name of the corporation is: CDF SOBE CORPORATION
2. The name and address of the registered agent and office is:

CLARISSA E. FALCO DE SHNITZER  
8225 LOS PINOS CIRCLE  
CORAL GABLES, FL 33143

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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:

February 20<sup>TH</sup>, 2002

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