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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**

FLORIDA PROFIT CORPORATION OR P.A.

ARCHIPELAGO AT HOME SOUTH BEACH INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
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ARTICLES OF INCORPORATION

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ARCHIPELAGO AT HOME SOUTH BEACH INC.

ARTICLE I

CORPORATE NAME

The name of the Corporation is: ARCHIPELAGO AT HOME SOUTH BEACH INC.

ARTICLE II

CORPORATE ACTIVITY

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (500) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

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All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND

INITIAL REGISTERED AND PRINCIPAL OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

| | |
|---|---|
| INITIAL REGISTERED AGENT: | LONNIE BARNES |
| INITIAL REGISTERED OFFICE: | 1064 ALTON ROAD MIAMI BEACH, FLORIDA 33139 |
| INITIAL PRINCIPAL OFFICE OF CORPORATION: | 1064 ALTON ROAD MIAMI BEACH, FLORIDA 33139 |

ACKNOWLEDGEMENT AND CONSENT

OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


LONNIE BARNES
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation ARE TWO (2).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial member of the Board of Directors is:

DAVID KEMP/TREASURER/SECRETARY
1064 ALTON ROAD
MIAMI BEACH, FLORIDA 33139

LONNIE BARNES/PRESIDENT
1064 ALTON ROAD
MIAMI BEACH, FLORIDA 33139

ARTICLE IX

INCORPORATOR

The names and addresses of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: LONNIE BARNES

ADDRESSES: 1064 ALTON ROAD
MIAMI BEACH, FLORIDA 33139

Lonnie Barnes
LONNIE BARNES, INCORPORATOR

STATE OF FLORIDA }
COUNTY OF DADE } :SS

I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared LIS LABARTA, to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 10th day of April, 2002, by LONNIE BARNES, who is personally known to me or who has produced U.S. Passport # 110960834, as identification and who did take an oath.

APR-18-2002 14:36

EMPIRE CORP

305 541 3770 P.05/05



Michael A. Vanderhoff
Commission # 00059864
Expires April 7, 2006
Bonded Through
Atlantic Bonding Co., Inc.

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Michael A. Vanderhoff
NAME OF ACKNOWLEDGER; TYPED,
PRINTED OR STAMPED

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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