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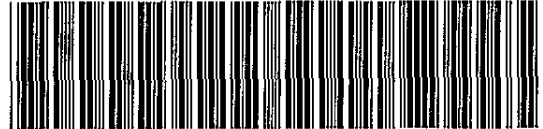
(Business Entity Name)

(Document Number)

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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Arts

1.) Soho Club, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOHO CLUB, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2975 North Federal Highway
Ft. Lauderdale, Florida 33304

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares of Common par value \$0.01 per share
10,000 shares of Preferred par value \$100.00 per share

The preference, limitations and relative rights in respect of the shares of each class is as follows:

- A- Common Stock
 - a) Have pre-emptive rights to the exclusion of the holders of Preferred Stock
 - b) Voting non-cumulative
 - c) Restricted from redemption, retiring or repurchase of any common stock while any Preferred stock is outstanding
 - d) Common may be issued for cash, other hard assets or services at the discretion of the Board of Directors
- B- Preferred Stock
 - a) Non-voting except Preferred of all series shall have the right to elect one director to the Board of Directors of the corporation regardless of the number of Preferred shares outstanding.
 - b) So long as any preferred stock of any series is outstanding the consent of the holders of at least sixty six and two thirds (66 2/3%) percent) of all series of preferred then outstanding given in person or by proxy either in writing or at a meeting, called for that purpose, at which the preferred stock of all series shall vote separately as a class, shall be necessary for effecting or validating the amendments alterations or repeal of any of the provisions of any of the Articles of Incorporation.
 - c) The preferred stock may be issued from time to time as authorized by the Board of Directors in more than one series, each series having different conversion ratio and dividend rights from each other.

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TALLAHASSEE, FLORIDA

d) Dividends may be declared by the Board of Directors on Preferred stock but shall not infringe upon the rights of any other Preferred of any series, nor shall any declaration of dividend reduce the dividend declaration of any other outstanding Preferred of any series.

e) Preferred may be redeemed at any time by the Board of Directors, at which time, the Preferred shall have the right to convert in accordance with the initial issue of that series of Preferred Stock.

f) Preferred may be issued for cash, hard assets or services at the discretion of the Board of Directors.

ARTICLE IV DEBT RESTRICTION

The corporation shall be restricted from borrowing funds for any purpose in excess of Sixty six and two thirds percent (66 2/3%) of the net assets determined by a CPA, except that the Board of Directors may arrange loans from sources that act as Barter Companies and/or lend against the gross revenues of the corporation, with restrictions as approved by the Board of Directors.

ARTICLE V GUARANTEE AND LOAN RESTRICTION

This corporation shall not, without the consent of at least sixty six and two thirds percent (66 2/3%) of the issued and outstanding Common and Preferred stock, make any loan directly or indirectly to any employee, officer, director or shareholder, or to any entity controlled by any employee, officer, director or shareholder, nor shall this corporation guarantee any loan or other obligation of any kind or nature without shareholder approval as hereinabove stated.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lilian F Guaqueta
3233 NE 32nd Avenue #404
Ft. Lauderdale, Florida 333308

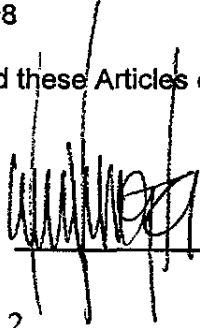
ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lilian F Guaqueta
3233 N.E. 32nd Avenue, #404
Ft. Lauderdale, Florida 33308

The undersigned incorporator has executed these Articles of Incorporation this

2nd day of April 2003



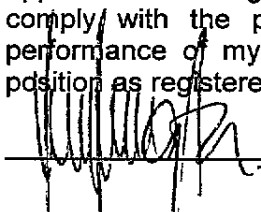
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: SOHO CLUB, INC.
2. The name of the registered agent and address is:

Lilian F. Quaqueta
3233 N.E. 32nd Avenue, #404
Ft. Lauderdale, Florida 33308

Having been named as registered agent and to accept service of process= for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.


Dated: 5th day of April 2003

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TALLAHASSEE, FLORIDA

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