

**P03000108647**

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  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 OCT -2 AM 9:05

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**FLORIDA PROFIT CORPORATION OR P.A.**

sobe systems, inc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

SOBE SYSTEMS, INC

5

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

SOBE SYSTEMS, INC

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and no assessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence. Commencement shall be effective this 2 day of October 2003.

ARTICLE V

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### Directors

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be: Rafael J. Cuevas, residing at 708 SW 97 Ct. Cir. Miami, FL 33174

## **ARTICLE VI**

### Principal Place of Business

The principal place of business of the Corporation shall be located at: 708 SW 97 Ct. Cir. Miami, FL 33174 or such other place as may from time to time be designated.

## **ARTICLE VII**

### Incorporator

The name and street address of the Incorporator of this Corporation is:

Rafael J. Cuevas  
708 SW 97 Ct. Cir.  
Miami, FL 33174

## **ARTICLE VIII**

### Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Rafael J. Cuevas  
708 SW 97 Ct. Cir.  
Miami, FL 33174

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

## **ARTICLE IX**

### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X

### Officers

The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, who are elected by the Board of Directors and maybe removed by the Board of Directors. Any two offices maybe held by the same person.

President  
Rafael J. Cuevas  
708 SW 97 Ct. Cir.  
Miami, FL 33174

Vice President  
Carlos Caneda  
6206 SW 131<sup>st</sup> Place# 201  
Miami, FL 33183

Treasurer  
Pierre Schoepp  
251 Crandon Blvd, # 704  
Key Biscayne, FL 33149

Secretary  
Fabian Alcantara  
13290 SW 101 Street  
Miami, FL 33186

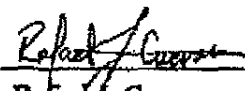
## ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

## ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 2<sup>nd</sup> day of October, 2003.

  
Rafael J. Cuevas

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SOBE SYSTEMS, INC desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, has named Rafael J. Cuevas residing at 708 SW 97 Ct. Cir. Miami, FL 33174, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Rafael J. Cuevas

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