

**P05000028902**

Florida Department of State  
Division of Corporations  
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((H05000046206 3)))

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To:

Division of Corporations  
Fax Number : (850) 205-0361

From:

Account Name : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001606  
Phone : (305) 859-7494  
Fax Number : (305) 858-2513

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SoBe BellaVita Corporation**

Certificate of Status	1
Certified Copy	1
Page Count	06
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*2-25-05*

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**Articles of Incorporation  
SoBe BellaVita Corporation**

Article I - Name

The name of this corporation is SoBe BellaVita Corporation

Article II - Purpose

This corporation is organized to invest, manage, develop and otherwise deal in quality in South Florida, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Five hundred thousand (500,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at 1699 Coral Way, Suite 510 Miami, Florida 33145.

The name of the initial Registered Agent of this corporation is Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the bylaws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid  
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initial directors of this corporation are Maritza Marrero, of 1561 Lennox Apartment 6, Miami Beach, Florida 33139, and Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145, who shall also respectively as the initial president and treasurer, and as vice-president and secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the day they are filed with the Florida Secretary of State.

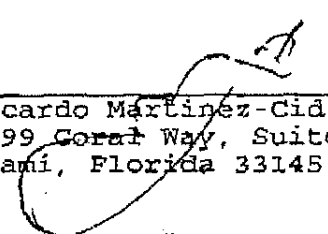
Article IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article X - Transfers of Real Estate

All transfers of real estate shall require the unanimous written consent of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this February 14, 2005.

  
\_\_\_\_\_  
Ricardo Martinez-Cid  
1699 Coral Way, Suite 510,  
Miami, Florida 33145

Prepared by: Ricardo Martinez-Cid  
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MARTINEZ-CID PA

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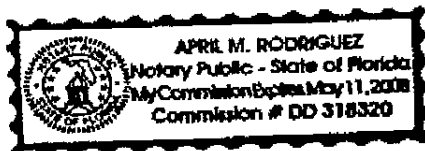
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STATE OF FLORIDA       )  
                              ) S.S.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Ricardo Martinez-Cid, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this February 14, 2005.



*April Rodriguez*  
NOTARY PUBLIC  
STATE OF FLORIDA

Prepared by: Ricardo Martinez-Cid  
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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That SoBe BellaVita Corporation, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Ricardo Martinez-Cid, of 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of  
SoBe BellaVita Corporation  
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this February 14, 2005.

  
\_\_\_\_\_  
Ricardo Martinez-Cid  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
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