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Fax Number : (850)205-0381

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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305)634-3694
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FLORIDA PROFIT/NON PROFIT CORPORATION

soge holding corporation

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ARTICLES OF INCORPORATION
OF
SOGE HOLDING CORPORATION

ARTICLE I

Name of Corporation

The name of this corporation is SOGE HOLDING CORPORATION.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Principal Office

The address of the initial principal office of this corporation is 11843 West Dixie Highway, North Miami, Florida 33161.

Prepared by:
Lawrence Bieler, Esq.
FBN 349852
Two S. Biscayne Blvd., #3700
Miami, Florida 33131

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ARTICLE V

Registered Office

The address of the initial registered office of the corporation is 11843 West Dixie Highway, North Miami, Florida 33161. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, shall be:

Dominique Policard
11843 West Dixie Highway
North Miami, Florida 33161

ARTICLE VII

Directors

This corporation shall have not less than three directors. The name and address of the initial directors of this corporation are:

Franck Lanoix
11843 West Dixie Highway
North Miami, Florida 33161

Dominique Policard
11843 West Dixie Highway
North Miami, Florida 33161

Frantz Behrmann
11843 West Dixie Highway
North Miami, Florida 33161

Raymond Jaar
11843 West Dixie Highway
North Miami, Florida 33161

Pierre Marie Boisson
11843 West Dixie Highway
North Miami, Florida 33161

The number of directors of this corporation may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock at One & 00/100 (\$1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Dominique Policard
11843 West Dixie Highway
North Miami, Florida 33161

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or

other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Indemnification

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of October, 2006.


DOMINIQUE POLCARD, Incorporator

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REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.



DOMINIQUE POLICARD
Registered Agent
11843 West Dixie Highway
North Miami, Florida 33161

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