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FLORIDA PROFIT/NON PROFIT CORPORATION

South Bay FL, Inc.

Certificate of Status	0
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Page Count	02
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Electronic Filing Menu

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Help

2007 OCT -5 PM 1:14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH BAY FL, INC.

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

ARTICLE I
NAME

The name of the corporation is South Bay FL, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is:

1111 Lincoln Road, 4th Floor
Miami Beach, Florida 33139

ARTICLE III
PURPOSE AND EXISTENCE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as it may be amended from time to time. The Corporation shall have perpetual existence.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 1111 Lincoln Road, 4th Floor, Miami Beach, Florida 33139. The name of the Corporation's initial registered agent at that address is: Bart Kavanaugh.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VI**
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Bart Kavanaugh,
1111 Lincoln Road, 4th Floor, Miami Beach, Florida 33139.

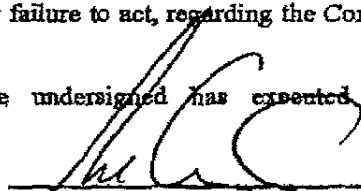
ARTICLE VII
BYLAWS

The initial bylaws of the Corporation may be adopted by the Incorporator or by the shareholders of the Corporation. Thereafter, in furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the power to make, alter, amend, repeal any bylaw is reserved to the shareholders in the manner to be determined by the terms of the bylaws of the Corporation then in effect.

ARTICLE VIII
LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the fullest extent now or hereafter permitted by law. To the fullest extent now or hereafter permitted by law, a director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding the Corporation's corporate management or policies.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of October, 2007.



Bart Kavanaugh, Incorporator**CERTIFICATE OF ACCEPTANCE BY**
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of October, 2007.



Bart Kavanaugh