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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GREEN BROTHERS, INCORPORATED

AUDIT NUMBER.....H96000017056

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SOBAY, INC.

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be: SOBAY, INC.

ARTICLE II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

Domestic and international commerce and any and all lawful business which corporation may be engaged in under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of

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TALLAHASSEE, FLORIDA

Robert C. Maland, Esq.
9130 S. Dadeland Blvd., Ste. 1705
Miami, FL 33156
(305) 670-4900
Fla. Bar No. 208051

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H96000017056

the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

ARTICLE III.

SHARES

The authorized capital stock of this corporation shall consist of 1000 shares of common stock, \$1.00 par value and 1000 shares of common non-voting stock, \$1.00 par value. There shall be no preemptive rights granted to stockholders.

ARTICLE IV.

EXISTENCE

The corporation is to have perpetual existence unless dissolved according to law.

ARTICLE V.

ADDRESS

The address, including the initial street address, of the principal office of the corporation is: 1700 N.W. 64 Street, Suite 200, Ft. Lauderdale, FL 33309.

ARTICLE VI.

DIRECTORS

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

Robert C. Meland, Esq.
9130 S. Dadeland Blvd., Ste. 1705
Miami, FL 33156
(305) 670-4900
Fla. Bar No. 208051

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ARTICLE VII.

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FIRST BOARD

The following shall constitute the first Board of Directors of the corporation:

NAME:

ADDRESS:

- | | |
|--------------------|---|
| (1) Dan Silverberg | 1700 N.W. 64 Street
Ste. 200
Ft. Lauderdale, FL 33309 |
| (2) Mark Holtzman | 1700 N.W. 64 Street
Ste. 200
Ft. Lauderdale, FL 33309 |
| (3) Bernard Kasten | 1700 N.W. 64 Street
Ste. 200
Ft. Lauderdale, FL 33309 |

ARTICLE VIII.

INCORPORATOR

The name and address of the initial incorporator of the corporation is:

Dan Silverberg
1700 N.W. 64 Street
Ste. 200
Ft. Lauderdale, FL 33309

ARTICLE IX.

GENERAL PROVISIONS

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

B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

C. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or

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H96000017056

arising out of any action, suit or proceedings in which he or she may be involved, by reason of their being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE X.**DESIGNATION OF REGISTERED OFFICE AND
AGENT AND ACCEPTANCE OF APPOINTMENT**

The proposed corporation hereby designates the following address within the State of Florida as the address of its registered office at which service of process upon it within the State of Florida may be made, and that which its Registered Agent of such services shall be kept:

Dan Silverberg
1700 N.W. 64 Street
Ste. 200
Ft. Lauderdale, FL 33309

and the proposed corporation hereby designates the following person as its Registered Agent for service of process at the address aforesaid.

I hereby accept this appointment of, and designation as, Registered Agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as Registered Agent for service of process upon said proposed corporation at the address aforesaid.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 4th day of December, 1996.


DAN SILVERBERG
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ~~DADE~~ Broward

BEFORE ME, the undersigned authority, personally appeared DAN SILVERBERG known to me to be the person who executed the foregoing Articles of Incorporation and they

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TALLAHASSEE, FLORIDA

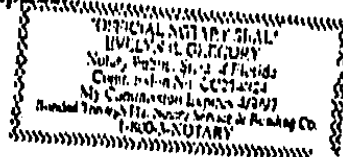
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acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County
and State aforesaid, this 4th day of December, 1996.


Notary Public

Commission Expires:




DAN SILVERBERG
INCORPORATOR

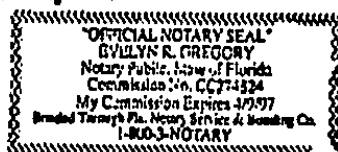
STATE OF FLORIDA
COUNTY OF ~~DAD~~ Broward

BEFORE ME, the undersigned authority, personally appeared DAN SILVERBERG known to me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County
and State aforesaid, this 4th day of December, 1996.


Notary Public
State of Florida at Large

My Commission Expires:



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