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NAME: SOBE VENTURES, INC.

AUDIT NUMBER.....H97000020090

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

CERT. OF STATUS..1

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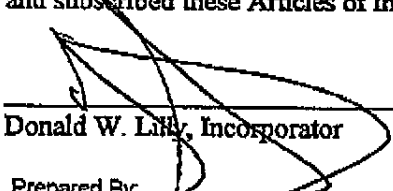
**ARTICLES OF INCORPORATION
OF
SOBE VENTURES, INC.**

The undersigned, acting as Incorporators of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is: **SOBE VENTURES, INC.**
2. The initial mailing address of the Corporation is:
7241 S. W. 168th Street, Suite C
Miami, FL 33157
3. The Corporation shall have perpetual existence.
4. The general purpose for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, FL 33401. The Registered Agent at that address is Larry M. Mesches, P. A.
7. The names and addresses of the Incorporators are:

Donald W. Lilly	Roy C. Bell
7241 S. W. 168th Street, Suite C	7241 S. W. 168th Street, Suite C
Miami, FL 33157	Miami, FL 33157
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned have this _____ day of December, 1997, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Donald W. Lilly, Incorporator


Roy C. Bell, Incorporator

Prepared By:
Larry M. Mesches, Esq.
FLA. Bar No.: 259896
KOEPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401
(561) 659-4020

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept the obligations of, Section 607.0505 of the Florida Statutes.

LARRY M. MESCHES, P. A.

By

Larry M. Mesches, President

ACKNOWLEDGMENT

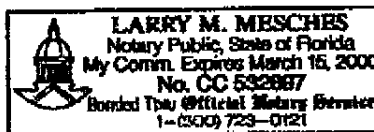
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared DONALD W. LILLY and ROY C. BELL, who are personally known to me or who presented _____ and FL. Drivers License, respectively, as identification and who are known to me to be the Incorporators named in and who subscribed to the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 5th day of December, 1997.

NOTARY PUBLIC STATE OF FLORIDA

Larry M. Mesches
Printed Name of Notary

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TALLAHASSEE, FLORIDA