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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

EFFECTIVE DATE

1-1-98

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOFIA HOLDINGS, INC.

AUDIT NUMBER.....H97000021477

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

(5)

OF

SOFIA HOLDINGS, INC.

EFFECTIVE DATE

1-1-98

ARTICLE I - NAME

The name of this corporation is SOFIA HOLDINGS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is: 1390 S. Dixie Highway, Suite 1301, Coral Gables, Florida 33146 and the name and address of the initial registered agent of this corporation is:

Name	Address
Acela L. Rodriguez	1844 S.W. 24 <sup>th</sup> Street Miami, Florida 33145

THIS DOCUMENT PREPARED BY:  
RONALD R. FIELDSTONE, ESQ.  
FIELDSTONE LESTER & SUTHER  
200 SOUTH BISCAYNE BLVD.  
SUITE 2100  
MIAMI, FLORIDA 33131  
(305) 982-1555  
Fl. Bar # 180209

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**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the January 1, 1998.

**ARTICLE VII - INITIAL  
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Acela L. Rodriguez	1844 S.W. 24 <sup>th</sup> Street Miami, Florida 33145

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Acela L. Rodriguez	1844 S.W. 24 <sup>th</sup> Street Miami, Florida 33145

**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of December, 1997.

  
Accla L. Rodriguez  
Incorporator

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SOFIA HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Acela L. Rodriguez  
1844 S.W. 24<sup>th</sup> Street  
Miami, Florida 33145

  
Acela L. Rodriguez  
Title: Incorporator

Date: December 09, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Acela L. Rodriguez

Date: December 09, 1997.

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