

**Eric J. Kaplan, Esq.**

Attorney and Counselor at Law  
Eric J. Kaplan, P.A.  
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**P980000 42115**

May 6, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
MAY -7 AM 7:21  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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-05/07/98--01087--012  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: SIBELLE CORPORATION**

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50, for the use as follows:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for assistance in this matter. Please return the certified copy of the Articles in the envelope provided herein.

Sincerely,



Eric J. Kaplan

F. CHESLER

MAY 11 1998

ARTICLES OF INCORPORATION  
OF  
SIBELLE CORPORATION

FILED  
98 MAY -7 AM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SIBELLE CORPORATION

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is one thousand 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 1110 Brickell Avenue, Seventh Floor Miami, Florida 33131 and the initial registered agent of the corporation at that address is Eric J. Kaplan.

ARTICLE V

The name and street address of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name

Erich A. Altaba

Address

2601 S. Bayshore Drive, PH 1B  
Coconut Grove, Florida 33133

ARTICLE VI

The initial business address of the corporation is:

2601 S. Bayshore Drive, PH 1B  
Coconut Grove, Florida 33133

ARTICLE VII

The name and street address of each incorporator signing these articles is:


Name  
Eric J. Kaplan

Address  
1110 Brickell Avenue,  
Seventh Floor  
Miami, Florida 33131

ARTICLE VIII

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

EXECUTED at Miami, Florida, this 6th day of May 1998.

  
Eric J. Kaplan, Incorporator

STATE OF FLORIDA)

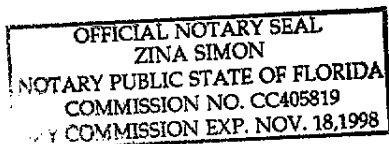
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COUNTY OF DADE )

SWORN TO AND SUBSCRIBED before me this 6<sup>th</sup> day of May, 1998 by  
\_\_\_\_\_, who is personally known to me X yes or \_\_\_\_\_ no. If no, who has  
produced \_\_\_\_\_ as identification.

  
Notary Public Signature

ZINA SIMON



CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE


In accordance with Chapter 48,091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

SIBELLE CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates Eric J. Kaplan its registered agent and 1110 Brickell Avenue, Seventh Floor Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
Eric J. Kaplan, Registered Agent

FILED  
98 MAY -7 AM 7:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA