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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- SOHO ARTE Y PRESTIGIO INCORPORATED
 (Corporation Name) (Document #)
- translation: SOHO art & prestige incorporated
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in Pick up time 9:06 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 JUN 23 98 JUN 23 PM 1:26

623

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SOHO ARTE Y PRESTIGIO INCORPORATED

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under the Florida General Corporation Act.

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98 JUN 23 PM 4:26
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME.

The name of this corporation is SOHO ARTE Y PRESTIGIO INCORPORATED

ARTICLE II - DURATION.

The duration of the corporation shall be perpetual.

ARTICLE III - INCORPORATION.

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV - PURPOSES.

The general purpose for which the corporation is initially organized is to engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V - AMENDMENT.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provision of the Florida General Corporation Act.

ARTICLE VI - AUTHORIZED SHARES.

The aggregated number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, par value of \$1.00 per share.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES.

Section 1. Indemnification in Accordance with Bylaws.

The corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorney's fees) incurred in connection with the corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the

corporation's bylaws. Such indemnification provision of the corporation's bylaws may be enacted and modified from time to time by resolution of the corporation's Board of Directors.

Section 2. Effect of Modification.

Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation.

Indemnification hereunder and under the Bylaws shall be a personal right and the corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the corporation's bylaws.

ARTICLE VIII - REGISTERED OFFICE AND AGENT.

The initial street address of the ^{Principal} registered office of this corporation in the State of Florida is 650 West Avenue, Suite 3102, Miami Beach, Florida 33139.

The name of the initial registered agent is ASTRID M. BISMARCK, ESQUIRE, at 815 Ponce de Leon Boulevard, Suite 200, Miami Beach, Florida 33134.

ARTICLE IX - INITIAL BOARD OF DIRECTORS.

The initial Board of Directors shall consist of the following two (2) members.

1. Luz Stella Ossa, President/Secretary
650 West Avenue, Suite 3102
Miami Beach, Florida 33139

2. Jose Arturo Piza, Vice-President/Treasurer
650 West Avenue, Suite 3102
Miami Beach, Florida 33139

ARTICLE X - INCORPORATOR.

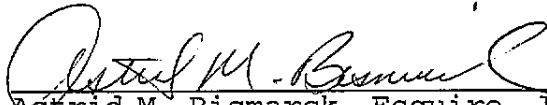
The name and street address of the incorporator is:
Astrid M. Bismarck, Esquire
815 Ponce de Leon Boulevard
Suite 200
Coral Gables, Florida 33134

ARTICLE XI - MAILING ADDRESS.

The initial mailing address of the corporation shall be:

650 West Avenue, Suite 3102
Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation this 22 day of June, 1998.


Astrid M. Bismarck, Esquire, Incorporator

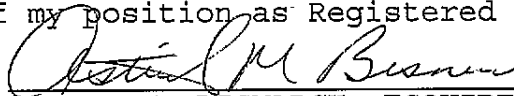
CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT AND OFFICE

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 SOHO ARTE Y PRESTIGIO INCORPORATED.

2. The name and address of the registered agent and office is ASTRID M. BISMARCK, ESQUIRE, 815 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134.

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.


ASTRID M. BISMARCK, ESQUIRE

6/22/98
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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