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PAUL B. STEINBERG*
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*ALSO ADMITTED IN WASH., D.C.

P98000057129

June 22, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: **SOBE RAINBOW, INC.**

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of SoBe Rainbow, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

PBS/ sv

Enclosures

PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

NEW YORK
ASSOCIATED OFFICE
276 FIFTH AVENUE
SUITE 604
NEW YORK, N.Y. 10001
(212) 532-0008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 8:44

RP
06-26-98

ARTICLES OF INCORPORATION

OF

SOBE RAINBOW, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 25 AM 8:45

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of the corporation shall be:

SOBE RAINBOW, INC.

ARTICLE II.

Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value. The corporation will begin business with \$500.00 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV.

Principal Place of Business

The street address of the initial principal place of business of the corporation shall be 720 Ocean Drive, Miami Beach, Florida 33139, or such other location as the Board of

Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Pascal Camille Gonzales
701 Brickell Key Drive - Unit 2412
Miami, Florida 33131

**ARTICLE VIII.
Officers**

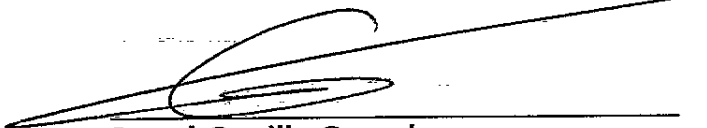
The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Pascal Camille Gonzales 701 Brickell Key Drive - Unit 2412 Miami, Florida 33131	President/Director

ARTICLE VIII.
Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG, Esq..

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 23 day of June, 1998.


Pascal Camille Gonzales
Subscriber


STATE OF FLORIDA)

)ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Pascal Camille Gonzales**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he 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 23 day of June, 1998.

 Paul B. Steinberg
My Commission CC700924
Expires December 8, 2001


NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **SOBE RAINBOW, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 23 day of June, 1998.


PAUL B. STEINBERG, Esq.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 8:45