

P98000065013

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

500002595285--9
-07/22/98--01048--019
*****78.75 *****78.75

OFFICE USE ONLY

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

1. SOHO AMERICA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2:00

☐ 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

98 JUL 23 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W98-16709

50
7/23

98 JUL 22 AM 11:34
RECEIVED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1998

LAZARUS

MIAMI, FL

SUBJECT: SOHO AMERICA INC.
Ref. Number: W98000016709

We have received your document for SOHO AMERICA INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please add the name of the corporation to the certificate designating the registered agent and office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 598A00038853

ARTICLES OF INCORPORATION OF

SOHO INTERNATIONAL INC.

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

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TALLAHASSEE, FLORIDA

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

SOHO INTERNATIONAL INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers, agents, builders, brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, its agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.

- C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or conveniently for any of the purposes of this business, and to purchase, acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified.
- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purpose, to mortgage all or any part of the property corporal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to Create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

ARTICLE III

The maximum number of shares of stock of this corporation shall be **FIFTY THOUSAND COMMON SHARES (50,000)** shares of Common Stock having a par value of ONE DOLLAR EACH (\$1.00) each and to fully be paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-Laws of the corporation.

ARTICLE IV

The amount of Capital with which the corporation shall begin business shall be **FIFTY THOUSAND DOLLARS (\$50,000.00)**

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office and resident address of this corporation shall be: 3850 SW 87TH AVENUE, SUITE 308, MIAMI FL 33165.

ARTICLE VII

The resident agent of the corporation shall be:
LUIS R. SUAREZ M.D. 90 W 39 PLACE, HIALEAH, FL 33012.

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

ARTICLE VIII

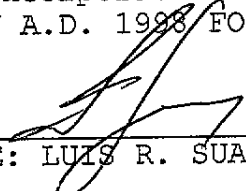
The business and affairs of the corporation shall be conducted by the Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

ARTICLE IX


The name(s) and street address(es) of the incorporator (s) to these Articles of Incorporation is (are):

LUIS R. SUAREZ M.D.
90 W 39 PLACE
HIALIAH, FL 33012

In WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of Miami, Florida, this 20TH day of JULY A.D. 1998 FOR THE USES AND PURPOSES AFORESAID.


NAME: LUIS R. SUAREZ M.D.

I, the undersigned, herein accept the appointment as Registered Agent.


NAME: LUIS R. SUAREZ M.D.
ADDRESS: 90 W 39 PLACE
HIALEAH, FL 33012

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, 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 INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

LUIS R. SUAREZ M.D.
3850 SW 87TH AVENUE, SUITE 308
MIAMI, FL 33165

SIGNATURE

(CORPORATE OFFICER)

DATE: July 20 1998

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.

SIGNATURE

DATE: July 20 1998

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA