

P980006223

Document Number Only

98 JUL 28 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002600838--5
-07/28/98--01081--010
****122.50 ****122.50

SOUTH BEACH CONCEPTS, INC.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of BA.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:00 PM

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

7/28

P. Hall JUL 28 1998

(5)

CR2E031 (1-89)

SOUTH BEACH CONCEPTS, INC.

2201 Cantu Court, Suite 117
Sarasota, Florida 34232
Bus. (941) 377-7225
Fax (941) 377-1836

July 28, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

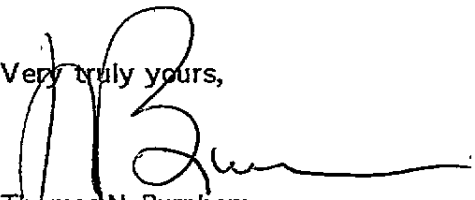
RE: South Beach Concepts, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for the referenced corporation. Please file and send a certified copy of the document.

If you have any questions, please call.

Very truly yours,



Thomas N. Burnham

TNB/lat
enclosure

ARTICLES OF INCORPORATION
OF
SOUTH BEACH CONCEPTS, INC.

FILED
98 JUL 28 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is South Beach Concepts, Inc., and its principal office or mailing address is 2201 Cantu Court, Suite 117, Sarasota, Florida 34232.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue two (2) classes of shares of stock, as follows:

Common

Fifty Million (50,000,000) shares of Common Capital Stock having no par value and a stated value of \$.01 per share. This class of stock shall be voting stock and shall have the right to vote to elect all members of the Board of Directors, and shall have the right to vote on all issues affecting the Corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. The issued and outstanding shares of this class of stock shall have rights to dividends, distributions and liquidation proceeds upon dissolution of this Corporation. All of the foregoing such rights of each issued and outstanding share of Common Capital Stock shall be identical to the rights of every other issued and outstanding share of Common Capital Stock.

Preferred

Fifteen Million (15,000,000) shares of Preferred Capital Stock having no par value and a stated value of \$.01 per share. This class of stock shall have such voting rights, such rights to elect directors, such rights to vote on issues affecting the Corporation on which shareholders may be entitled to vote, and such rights to dividends, distributions and liquidation proceeds upon dissolution of this Corporation, together with and including such powers, limitations, preferences and qualifications as the board of directors may determine before the issuance thereof and as shall be consistent with and within the limits of Section 601 of the

Florida Business Corporation Act, Sec. 607.0601 Florida Statutes. The board of directors may divide the stock of this class into any number of series thereof as provided in Section 602 of the Florida Business Corporation Act, Sec. 607.0602 Florida Statutes. Before issuing any shares of stock of this class or any series thereof, the Corporation shall cause to be filed articles of amendment to these articles of incorporation as required by Section 602 of the Florida Business Corporation Act, Sec. 607.0602 Florida Statutes, which said articles of amendment shall be effective upon adoption by the board of directors without shareholder action.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2201 Cantu Court, Suite 117, Sarasota, Florida 34232, and the name of the initial registered agent is Thomas N. Burnham.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

ARTICLE 7: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

ARTICLE 8: INDEMNIFICATION

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

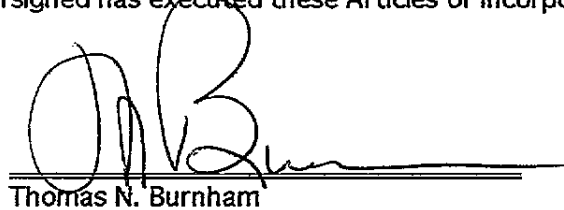
ARTICLE 9: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders and to all other provisions of applicable law.

ARTICLE 10: 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 has executed these Articles of Incorporation this 28 day of July, 1998.



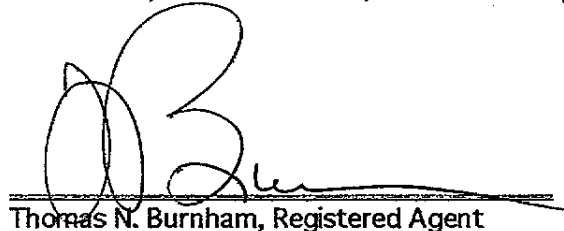
Thomas N. Burnham

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service or process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 28 day of July, 1998.



Thomas N. Burnham, Registered Agent

Burnham/SoBeConArticles

FILED
98 JUL 28 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA