

SEP-28-1999 15:45
Division of Corporations

EMPIRE CORP

305 541 3770 P.02/06

Page 1 of 2

P99000085928

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000024273 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

SBH MANAGEMENT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 AM 8:29

B. McKnight SEP 29 1999

SEP-28-1999 15:45

EMPIRE CORP

305 541 3770 P.01/06



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 28, 1999

EMPIRE

SUBJECT: SBH MANAGEMENT CORP.
REF: W99000022378

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000024273
Letter Number: 499A00047353

H99000024273

**ARTICLES OF INCORPORATION
OF
SBH MANAGEMENT CORP.**

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 is SBH MANAGEMENT CORP.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be upon filing of these Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities. No shareholder shall transfer any shares of capital

Prepared by: VILA, PADRON & CARRILLO, P.A.
Oscar J. Vila, III (Fla. Bar #899976)
338 Minorca Ave.
Coral Gables, FL 33134
(305) 461-4888

H99000024273

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 AM 8:29

H99000024273

stock of the corporation to any person, firm or corporation, without first offering such stock, in writing, for sale to the other shareholders, upon the same terms and conditions as the selling shareholder proposes to sell such stock to others.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 1440 Ocean Drive, Miami Beach, Florida, and the name of the initial registered agent of this corporation at that address is Oscar J. Vila.

ARTICLE VI**PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 1440 Ocean Drive, Miami Beach, Florida.

ARTICLE VII**INCORPORATORS**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Oscar J. Vila, 240 San Lorenzo Avenue, Coral Gables, Florida 33146.

ARTICLE VIII

The names and street addresses of the initial Directors, who shall hold office the first day of the corporation's existence until their successors are elected are:

Angel Condom

1440 Ocean Drive
Miami Beach, Florida

Oscar J. Vila

240 San Lorenzo Avenue
Coral Gables, FL 33146

ARTICLE IX**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

H99000024273

SEP-28-1999 15:46

EMPIRE CORP

305 541 3770 P.05/06

H99000024273

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 28th of September, 1999.



OSCAR J. VILA, Incorporator

H99000024273

H990000 24273

CERTIFICATE OF REGISTERED AGENT
OF
SBH MANAGEMENT CORP.

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That, SBH MANAGEMENT CORP., desiring to organize under the laws of the State of Florida, has named Oscar J. Vila, 1440 Ocean Drive, Miami Beach, Miami-Dade County, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 28th day of September, 1999.

By: _____


Oscar J. Vila

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 AM 8:29

H990000 24273