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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

October 4, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Heart & Soul Productions, Inc.

P01000096760

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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 DIVISION OF CORPORATION

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

J. BRYAN OCT - 4 2001

**ARTICLES OF INCORPORATION OF
HEART & SOUL PRODUCTIONS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **HEART & SOUL PRODUCTIONS, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 11912 Nicklaus Circle, Tampa, Florida 33624.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
C. Graham Carothers, Jr.	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until her successor has been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Janet B. Scaglione	11912 Nicklaus Circle Tampa, FL 33624

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
C. Graham Carothers, Jr.	101 East Kennedy Boulevard Suite 2800 Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of October, 2001.


C. Graham Carothers, Jr., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED 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 Heart & Soul Productions, Inc.
2. The name and address of the registered agent and office are:

C. Graham Carothers, Jr.
101 East Kennedy Boulevard
Suite 2800
Tampa, FL 33602

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SIGNATURE: *C. Graham Carothers, Jr.*
TITLE: C. Graham Carothers, Jr., Incorporator

DATE: October 3, 2001

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *C. Graham Carothers, Jr.*
C. Graham Carothers, Jr., Registered Agent

DATE: October 3, 2001