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J. Shivers MAR 13 2012

March 7, 2012

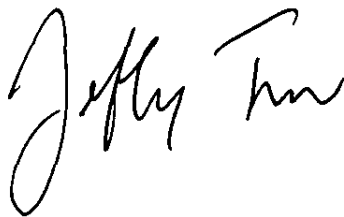
Department of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: filing of Articles for SODADE W&C, Inc., a corporation not for profit.

Ladies and Gentlemen:

Enclosed for filing are the original and two copies of the Articles of Incorporation for SODADE W&C, Inc., a Florida corporation not for profit and a check made payable to the Department of State in the amount of \$87.50 for the filing fee and a certified copy and a certificate of status.

From: Jeffrey Tew
1441 Brickell Avenue, Ste 15
Miami, Florida 33131
Day time phone number: 305 439 5192
Email address: jt@teqlaw.com



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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SODADE W&C, INC.

(A Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida does hereby certify:

ARTICLE I

The name of the Corporation shall be SoDade W&C, Inc.

ARTICLE II

The principal office and mailing address of the Corporation shall be located at 1441 Brickell Avenue, 15th Floor, Miami, Dade County, Florida 33131

ARTICLE III

The purposes for which the corporation is organized are:

(1) To provide financial assistance to lower income persons and other persons in need without regard to race, color, creed or national origin;

(2) To purchase, acquire, lease, administrate and use real and personal property of every kind to accomplish the charitable purposes of the corporation;

(3) For charitable, religious, educational, and scientific purposes, including such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of the tax code.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

The name and address of the subscriber and incorporator to these articles is:

Jeffrey Tew
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE VI

This corporation is to exist pertually.

ARTICLE VII

The method of election of Directors shall be as stated in the By-Laws of this Corporation.

ARTICLE VIII

Should ever this organization be dissolved, all of its assets remaining after payment of all costs and expenses of dissolution shall be distributed to the Miami Rescue

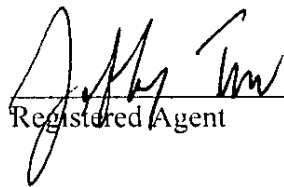
Mission, Inc., a 501(c)(3) charitable organization. None of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE IX

The name and Florida street address of the registered agent is:

Jeffrey Tew
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

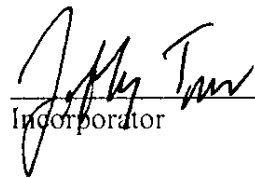


Registered Agent

MARCH 7, 2012

Date

I submit this document and affirm that the facts stated herein are true, I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Incorporator

MARCH 7, 2012

Date

MIAMI 565525.1

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TALLAHASSEE, FLORIDA