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LAW OFFICES

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 PM 3:44

November 19, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: SOULUTIONS 2000 OF AMERICA, INC., A NOT FOR PROFIT FLORIDA CORPORATION

400002694214--0
-11/23/98-01129-003
*****70.00 *****70.00

Dear Sir:

Enclosed for filing please find original and two copies of Articles of Incorporation and my check in the sum of \$70.00 for your fee. Please return the two (2) true copies to me at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,


STUART J. STARR

SJS/ds

12-1
WS

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SECRETARY OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

SOULUTIONS 2000 OF AMERICA, INC., A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be SOULUTIONS 2000 OF AMERICA, INC.
A not for profit Florida corporation.

ARTICLE II

Principal place of business and mailing address of the corporation is 1802 N. University Drive, Suite #203 J, Fort Lauderdale, Florida 33322.

ARTICLE III

The specific purpose of this corporation is to provide a safe and secure training environment where the participants will be assisted in creating experiences that will enhance awareness of their lives.

ARTICLE IV

A. The conduct of the corporation shall be managed by its

Board of Directors, which shall consist of not less than three (3) directors no more than eleven (11). The first board of directors shall have the power to approve and adopt By Laws of the corporation until its successors are duly elected or appointed.

B. The qualifications, time and place of election or appointment, and term of office of each director shall be approved in the By Laws.

C. The officers of the corporation may consist of a president, vice president, secretary, treasurer and such other officers and agents as may be specified in the By Laws. These officers shall be chosen for such term, and shall have such duties as may be prescribed in the By Laws.

ARTICLE V

The street address of the initial Registered Office of the corporation is 721 N.E. 3rd Avenue, Fort Lauderdale, Florida 33304, and the name of its initial registered agent at such address is Stuart J. Starr.

ACCEPTANCE OF INITIAL REGISTERED AGENT

I hereby accept this designation as registered agent, and I agree to comply with the provisions of the Florida General

Corporation Act, with respect to keeping open said office.


STUART J. STARR

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SECRETARY OF CORPORATIONS
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ARTICLE VI

INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any director who, by virtue of his being an officer or a director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

DIRECTORS LIABILITY

No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

REIMBURSEMENT OF DIRECTORS

In any action or proceeding brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him

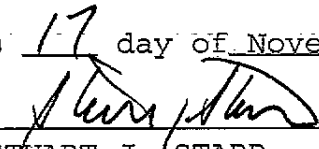
in the course of the action or proceeding.

ARTICLE VII

The name and address of the incorporator of this corporation is:

STUART J. STARR 721 N.E. 3rd Avenue
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation this 17 day of November, 1998.


STUART J. STARR
Incorporator

STATE OF FLORIDA

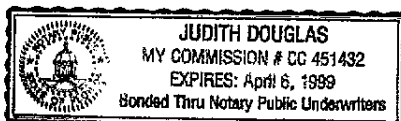
SS:


COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the state and county aforesaid, personally appeared, STUART J. STARR, to me well known to be the person described as the incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged subscribing to the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid this 17 day of November, 1998.

My Commission Expires:




Notary Public

Affiant is:

Personally known: 