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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Heart & Soul Studios, Inc.

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Signature

Requested by:

Cher 1.20 940

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☒ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

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DIVISION OF CORPORATIONS

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99 JAN 20 AM 10:16
DIVISION OF CORPORATION

R. Purinton JAN 20 1999

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

HEART & SOUL STUDIOS, INC.
(a not for profit corporation)

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLES I

NAME

The name of this corporation is Heart & Soul Studios, Inc.

ARTICLE II

PURPOSE

This corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain, but in no event shall this corporation be operated for purposes other than those permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. It shall be operated to advance the self expression of persons with profound developmental disabilities through their participation in creating works of art.

1. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

2. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

3. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. However, reimbursement for expenditures or the payment of reasonable

compensation for services rendered shall not be deemed to be a distribution of income or principal.

4. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for purposes within those hereinabove set forth and within the intendment of Section 501(c) of the internal Revenue Code of 1954 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal office and mailing address of this corporation is c/o Kimberly Kolback, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, 17th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, INC.. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

ARTICLE V

INCORPORATORS

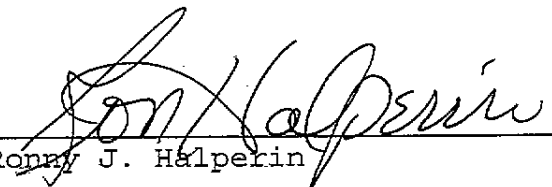
The names and addresses of the persons signing these Articles of Incorporation as incorporator is: Ronny J. Halperin, c/o Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, 17th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI

DIRECTORS

The number of directors may be increased or diminished, from time to time, by the members in accordance with the provisions of the bylaws of the corporation, but shall never be less than three (3).

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 3rd day of January, 1999.



Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT

OF

HEART & SOUL STUDIOS, INC.

Heart & Soul Studios, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named MIAMI CENTER REGISTERED AGENTS, INC. located at 201 South Biscayne Boulevard, 17th Floor, Miami, Florida 33131, as its agent to accept service of process within this State.

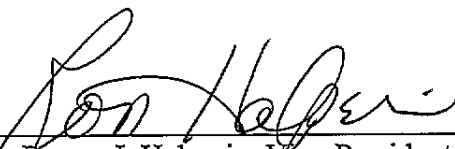
ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 3rd day of January, 1999.

MIAMI CENTER REGISTERED AGENTS, INC.

By: _____


Ronny J. Halperin, Vice-President

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