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CORRESPONDING OFFICE

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June 7, 2000

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200003282622--2  
-06/09/00-01060-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: FREE MINDS, INC.**

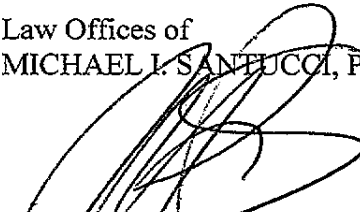
Gentlemen/Madam:

Enclosed please find the original Articles of Incorporation for FREE MINDS, INC., along with a check in the amount of \$78.75 for filing fee and designation of registered agent. Also enclosed, is a photocopy of the Articles of Incorporation and a stamped, self-addressed envelope. Please return the clocked in copy to my office in the envelope provided.

Thank you,

Law Offices of  
MICHAEL I. SANTUCCI, P.A.

BY:

  
Michael I. Santucci, Esquire

MIS/mbh

Enclosures

cc: Mr. Ramon P. Edwards  
Ms. Diane J. Semkow

FILED  
00 JUN -9 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUN 15 2000

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

**Free Minds, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**2060 Northeast 63rd Street  
Fort Lauderdale, Florida 33308**

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**One Thousand (1,000)**

**ARTICLE IV PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES**

No shares shall be issued or transferred without the express approval of the board of directors.

**ARTICLE VI OFFICERS**

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until their successors are elected and qualified:

The name and address of the initial president shall be:

**Ramon Phillippe Edwards  
2060 Northeast 63rd Street  
Fort Lauderdale, Florida 33308**

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00 JUN -9 PM 3:12  
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TALLAHASSEE, FLORIDA

**ARTICLE VII BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<b><u>Name &amp; Address</u></b>	<b><u>Title</u></b>
<b>Ramon Phillipe Edwards 2060 Northeast 63rd Street Fort Lauderdale, Florida 33308</b>	<b>Director, President &amp; Secretary</b>
<b>Diane J. Semkow 1777 Southeast 15<sup>th</sup> Street, #301 Fort Lauderdale, Florida 33316</b>	<b>Director, Vice President &amp; Treasurer</b>

**ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS**

The name and address of the initial registered agent is:

**Ramon Phillipe Edwards  
2060 Northeast 63rd Street  
Fort Lauderdale, Florida 33308**

**ARTICLE IX INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**Ramon Phillipe Edwards  
2060 Northeast 63rd Street  
Fort Lauderdale, Florida 33308**

The undersigned incorporator has executed these Articles of Incorporation this 3  
day of June, 2000.

  
\_\_\_\_\_  
RAMON PHILLIPE EDWARDS

*Prepared by:*

Michael I. Santucci, Esquire  
4901 North Federal Highway, Suite 440  
Fort Lauderdale, Florida 33308  
Telephone: (954) 492-0071  
Florida Bar Number: 0105260

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Free Minds, Inc.**
2. The name and address of the registered agent is:

Ramon Phillipe Edwards  
2060 Northeast 63<sup>rd</sup> Street  
Fort Lauderdale, Florida 33308

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

6-3-00  
DATE

Ramon P. Edwards  
RAMON PHILLIPE EDWARDS

*Prepared by:*

Michael I. Santucci, Esquire  
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