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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

STATE OF MIND ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2000

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SUBJECT: STATE OF MIND ENTERPRISES, INC.
REF: W00000016645

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE INCORPORATORS SIGNATURE IS COVERING THE RA'S ADDRESS WHICH MAKES IT NOT LEGIBLE.

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Becky McKnight
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ARTICLES OF INCORPORATION OF STATE OF MIND ENTERPRISES, INC.

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:

State of Mind Enterprises, Inc.

ARTICLE II - Principal Office:

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

1600 S.W. 19th Avenue
Miami, FL 33145

ARTICLE III - Shares:

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

1,000 shares with a per value of \$1.00 per share

ARTICLE IV - Initial Registered Agent/Incorporator and Street Address:

The name and Florida street address of the initial registered agent/incorporator are:

Stephen C. Enriquez, CPA
19 West Flagler Street, Suite 600
Miami, FL 33130

Stephen C. Enriquez
19 West Flagler Street, Suite 600
Miami, FL 33130

Signature/Incorporator

ARTICLE V - Officers and Directors

The initial officer and directors are as follows:

President and Treasurer:	Teresa Hanson
Vice-President and Secretary:	Teresa Hanson
Directors:	Teresa Hanson

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 obligations of my position as registered agent.

Signature/Registered Agent

Date

Stephen C. Enriquez, CPA
19 West Flagler Street, Suite 600
Miami, FL 33130
Tel: (305) 377-0707

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