

MARC A. KUPERMAN  
ATTORNEY AT LAW  
OFFICES AT PINECREST  
7695 S.W. 104 STREET  
SUITE 210  
MIAMI, FLORIDA 33156

AREA CODE 305  
TELEPHONE 663-3333  
FAX 662-8787

May 22, 2001

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

300004315723--6  
-05/24/01--01075--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: ART & SOUL, INC.

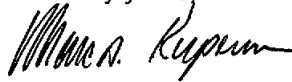
Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of ART & SOUL, INC.
2. Check in the sum of \$122.50 representing the filing fee for the Articles of Incorporation as well as for the return of a certified copy to me.

Thank you.

Sincerely yours,



MARC A. KUPERMAN

MAK/pbb  
Enclosures

WP:C:\WS\CORPORATIONS\SECRETARY.LTR

FILED  
01 MAY 24 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. BLALOCK JUN 4 2001

ARTICLES OF INCORPORATION  
OF  
ART & SOUL, INC.

FILED  
01 MAY 24 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be **ART & SOUL, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be **11700 S.W. 60<sup>th</sup> Avenue, Miami, Florida 33156.**

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 7695 S.W. 104 Street, Suite 210, Miami, Florida 33156 and the name of the initial registered agent of this Corporation is Marc A. Kuperman.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall have not less than one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

**MARIA KUPERMAN  
11700 S.W. 60<sup>th</sup> Avenue  
Miami, Florida 33156**

**ARTICLE VIII**

**AMENDMENTS TO BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLE IX**

**INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees and agents to the fullest extent permitted by the Florida General Corporation Act.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

MARIA KUPERMAN  
11700 S.W. 60<sup>th</sup> Avenue  
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on this 22<sup>nd</sup> day of May, 2001.

Maria Kuperman  
INCORPORATOR

ACKNOWLEDGMENT

STATE OF FLORIDA            )  
  ): SS  
COUNTY OF MIAMI-DADE    )

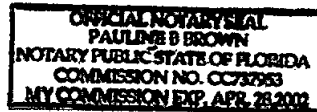
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Maria Kuperman, who is personally known to me and is known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged and did take an oath before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 22<sup>nd</sup> day of May, 2001.

Pauline B. Brown  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

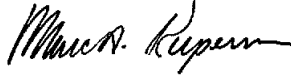
PAULINE B. BROWN  
Printed name of notary public

My Commission Expires:



**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for **ART & SOUL, INC.**, at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



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MARC A. KUPERMAN  
REGISTERED AGENT

**FILED**  
01 MAY 24 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WP:ART&SOUL.INC.