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CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

PO1000054512
May 2 2001

TRANSMITTAL LETTER

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Our File No.: 7211-03
Articles of Incorporation
Soi Cowboy Adventures, Inc.

Enclosed please find the original Articles of Incorporation for **Soi Cowboy Adventures, Inc.** along with a check in the amount of \$78.75 for filing fee and designation of registered agent.

Thank you for your attention to this matter.

Thank you,

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

By:

Joanna Lubczanska
Joanna Lubczanska
For the Firm

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

FILED
01 MAY 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 04 2001

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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:

Soi Cowboy Adventures, Inc.

ARTICLE II PRINCIPAL OFFICE

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

4901 North Federal Highway
Suite 440
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: 1000 which shall have a \$1.00 par value

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.

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
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ARTICLE VI 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 his successors are elected and qualified are:

S. Tracy Long
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

Michael I. Santucci
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

ARTICLE VII OFFICERS

The name(s) and addresses of the initial officers who is/are to serve as officers until the first annual meeting of the shareholders or until his successors are elected and qualified is/are:

President: S. Tracy Long
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

Secretary/Treasurer:
Michael I. Santucci
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Philip A. Duvalsaint
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

ARTICLE IX INCORPORATOR

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

S. Tracy Long
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

The undersigned incorporator has executed these Articles of Incorporation this 22 day
of May, 2001.

Date: _____

5-22-01



S. Tracy Long
Incorporator

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

Soi Cowboy Adventures, Inc.

2. The name and address of the registered agent is:

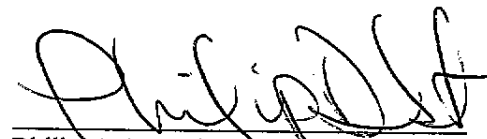
Philip A. Duvalsaint
4901 North Federal Highway
Suite 440
Fort Lauderdale, Florida 33308

FILED
01 MAY 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Date: 5/22/01

By:


Philip A. Duvalsaint, Esquire

Prepared By:
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