



PO1000062419

ACCOUNT NO. : 072100000032

REFERENCE : 196205 7228047

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : June 22, 2001

ORDER TIME : 10:30 AM

800004437198--9

ORDER NO. : 196205-005

CUSTOMER NO: 7228047

CUSTOMER: Ricardo J. Dopico, Esq
Estefan Enterprises Inc.

420 Jefferson Avenue

Miami, FL 33139

DOMESTIC FILING

NAME: SOUL STUFF CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 22 AM 11:36
FILED
2001 JUN 22 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA
NO. FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

10/22/01

ARTICLES OF INCORPORATION
OF
SOUL STUFF CORPORATION

FILED
2001 JUN 22 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is Soul Stuff Corporation, (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is _____
1201 Hays Street, Tallahassee, FL 32301 and the name of
the initial registered agent of the Corporation at that address is

Corporation Service Company

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the
Corporation is 420 Jefferson Avenue, Miami Beach, Florida 33139.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
Ricardo J. Dopico, Esq., 420 Jefferson Avenue, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 21st day of June, 2001.

Ricardo Dopico
Ricardo J. Dopico, Esq.

FILED

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

2001 JUN 22 PM 1:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

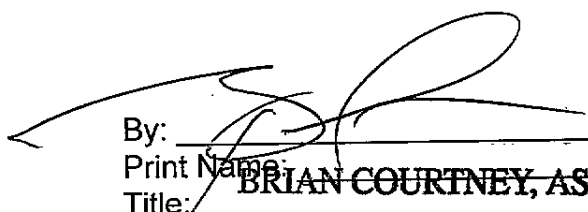
W I T N E S S E T H:

Soul Stuff Corporation, desiring to organize under the laws of the State of
Florida, has named Corporation Service Company, located at
1201 Hays Street, Tallahassee, Fl 32301
, 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, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties, and I am familiar with, and accept the
duties and obligations of a registered agent outlined in Section 607.0505, Florida
Statutes.

Dated this 22 day of June, 2001.

By: 
Print Name: BRIAN COURTNEY, ASST. VP.
Title: