

Division of Corporations

Page 1 of 2

P01000093851

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : GENESIS ACCOUNTING SERVICES, CORP.  
Account Number : I20000000018  
Phone : (954) 420-0051  
Fax Number : (954) 420-0331

01 OCT 31 PM 3:28  
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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

SOUL OF AMERICA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

AUDIT NUMBER (((H01000111309 0)))

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: AMENDMENT OF ARTICLES


Profit Corporation: SOUL OF AMERICA, INC.

To whom it may concern,

We are sending the Amendment of the Articles of our Incorporation. We would like to ask you for a Certificate of Status, after the Amendments are registered.

We are including the Fees at the amount of US\$ 43.75.

Sincerely,



SOUL OF AMERICA, INC.  
Alexandre G. Santana  
President  
1975 E. Sunrise Blvd - 5<sup>th</sup> Floor, Suite # 527,  
Fort Lauderdale, FL 33304

AUDIT NUMBER (((H01000111309 0)))

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SOUL OF AMERICA, INC.

(Present name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of Amendment to its articles of incorporation:

October 29, 2001.

First : Amendment(s) adopted: AMENDED.

ARTICLE II

ARTICLE VI

ARTICLE VIII

Second : Amendment adopted: ADDED.

ARTICLE X - AMENDMENT

ARTICLE XI - LIMITATIONS ON CORPORATE STOCK

ARTICLE XII - POWER OF CORPORATION

ARTICLE XIII - INDEMNIFICATION

ARTICLE XIV - DISSOLUTION

ARTICLE XV - REGISTERED OWNERS

ARTICLE XVI - BYLAWS

ARTICLE XVII - BOARD OF DIRECTORS OF INCORPORATION

Third: The date of Adoption of the Amendments.

Fourth: Adoption of Amendments. 

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First: Articles Amended

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States of Florida at the NEW following address, which is also the NEW mailing address of the Corporation Now is: 1975 E. Sunrise Blvd - 5<sup>th</sup> Floor, Suite # 527, Fort Lauderdale, FL 33304.

ARTICLE VI

The NEW principal Office of the corporation Now shall be 1975 E. Sunrise Blvd - 5<sup>th</sup> Floor, Suite # 527, Fort Lauderdale, FL 33304, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VIII

The NEW registered office shall be at 1975 E. Sunrise Blvd - 5<sup>th</sup> Floor, Suite # 527, Fort Lauderdale, FL 33304. The NEW registered agent at the same address NOW shall be ALEXANDRE G. SANTANA.

Second: Articles Added

ARTICLE X - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such

AUDIT NUMBER (((H01000111309 0)))

services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

#### ARTICLE XII - POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

#### ARTICLE XIV - DISSOLUTION


The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

#### ARTICLE XV - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE XVI - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation.



AUDIT NUMBER (((H010001111309 0)))

but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XVII - BOARD OF DIRECTORS OF INCORPORATION

This corporation shall have One (1) director. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address or the Board of Directors of this corporation is:

NAME	ADDRESS
ALEXANDRE G. SANTANA President / Vice-President/ Treasury / Secretary / Director	370 NE 7 <sup>th</sup> Ave Fort Lauderdale, FL 33301

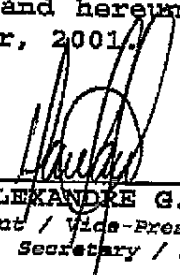
Third: The date of adoption of the amendments.

The date of adoption of the amendments was October/29/2001.

Fourth: Adoption of Amendment.

The Amendments were adopted by the Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 29<sup>th</sup> day of October, 2001.

  
\_\_\_\_\_  
ALEXANDRE G. SANTANA  
President / Vice-President/ Treasury/  
Secretary / Director

AUDIT NUMBER (((H01000111309 0)))

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SOUL OF AMERICA, INC.

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

ALEXANDRE G. SANTANA

President

1975 E. Sunrise Blvd -  
5<sup>th</sup> Floor, Suite # 527.

Address

Fort lauderdale, FL 33304

City - State - Zip

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)

10/29/2001

(Date)