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Paula Wheaton 504 Sound Drive Key Largo, Florida 33037 (305) 975-7081

2003 AUG -4 PM 3: 40
TALLAHASSEE FLORIDA

July 30, 2003

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

RE: FOOD FOR THE SOUL, INC.

Vaula W. Wheator

Dear Sir or madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for Food For The Soul, Inc., together with a check in the amount of \$78.75 representing the filing fee for the articles of incorporation, and fee for a certificate of status. For your convenience I have enclosed a self addressed stamped return envelope.

Very truly yours,

PAULA WHEATON

PW/ptl Encl. ARTICLES OF INCORPORATION

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OF

TALLAHASSEE FLORIDA

FOOD FOR THE SOUL, INC.

We, the undersigned, do hereby associate ourselves together and subscribe to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be: FOOD FOR THE SOUL, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Thousand (1000) Shares of stock which shall be common stock of a par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of One Thousand (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at: 504 Sound Drive, Key Largo, Florida 33037.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold offices for the first year existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Board of Directors:

Paula Wheaton 504 Sound Drive, Key Largo, Florida 33037

Officers:

Pres./Vice Pres./Treasurer

Paula Wheaton, 504 Sound Drive,

Key Largo, Florida 33037

ARTICLE NINE

The names and post office addresses of each of the subscribers to these Article of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

Paula Wheaton 504 Sound Drive, Key Largo, Florida 33037

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

Upon election of a Board of Directors by the stockholder, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles of Incorporation otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless

otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

504 Sound Drive, Key Largo, Florida 33037

The corporation does hereby designate PAULA WHEATON 504 **S**ound Drive, Key Largo, Florida 33037, as its Registered Agent.

PAULA WHEATON

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared PAULA WHEATON, who, after being by me first duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 3 day of July, 2003.

My Commission Expires:

Caroline L Price
My Commission DD180079
Expires January 26, 2007

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant Chapter 48.091. Florida Statutes, the following is submitted, in compliance with said act:

First that FOOD FOR THE SOUL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 10030 SW 84th Street, Miami, Florida 33173, has named PAULA WHEATON, 504 **S**ound Drive, Key Largo, Florida 33037, as its agent to accept service of process.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

PAULA WHEATON