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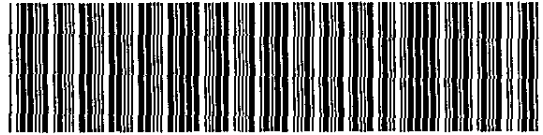
(Business Entity Name)

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HODGES & CARLE, P. A.

ATTORNEYS AT LAW

38410 NORTH AVENUE

POST OFFICE BOX 548

ZEPHYRHILLS, FLORIDA 33539-0548

STEPHEN D. CARLE

BOARD CERTIFIED

WILLS, TRUSTS & ESTATES LAWYER

RAYMOND H. HODGES

(1915-1999)

TELEPHONE 782-7196

FAX 782-1026

AREA CODE 813

December 3, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301-6327

In Re: Incorporation of SOULFON, INC.

Gentlemen:

Enclosed is the original of the Articles of Incorporation. A check for \$70.00 for filing is enclosed.

Very truly yours,



STEPHEN D. CARLE

SDC:hb

Enclosures ~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SOULFUN, INC.

The undersigned, being qualified to act as incorporators under the Florida General Corporation Act, adopt the following Articles of Incorporation for the purpose of organizing a Corporation under the Act:

1. The name of the Corporation is:

SOULFUN, INC.

2. The duration of the Corporation is perpetual.

3. The street address of the registered office and the principal office of the Corporation in the State of Florida shall be 9018 Iron Oak Avenue, Tampa, Florida 33647, and the name of the Registered Agent at such address is BRIAN T. JORDAN.

4. The Corporation is to be for profit.

5. The purposes for which the Corporation is organized are:

To own, operate, manage and invest in one or more franchises or other businesses;

To do any or all of the things herein set forth, and all things usual, necessary or proper in furtherance of or incidental to said business, to the same extent as natural persons might or could do in any part of the world, at wholesale or retail, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others;

To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the Corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any office or commission other than the Office of the Secretary of State;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Florida;

But if this Corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this Corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

6. The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all without par value. Such shares shall be of one class and shall be designated common shares.

7. The initial Board of Directors shall contain two Directors whose names and addresses follow:

BRIAN T. JORDAN
9018 Iron Oak Avenue
Tampa, Florida 33647

ROBIN L. JORDAN
9018 Iron Oak Avenue
Tampa, Florida 33647


9. The name and address of the incorporators are:

BRIAN T. JORDAN
9018 Iron Oak Avenue
Tampa, Florida 33647

ROBIN L. JORDAN
9018 Iron Oak Avenue
Tampa, Florida 33647

This Corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Florida General Corporation Act.

EXECUTED This 18 day of December, 2004.


BRIAN T. JORDAN

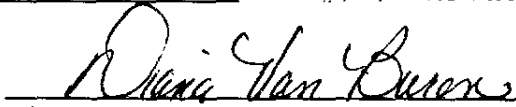

ROBIN L. JORDAN

INCORPORATORS

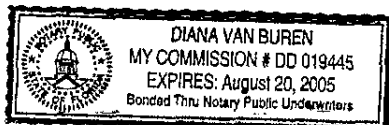
STATE OF FLORIDA)

COUNTY OF PASCO)

18 The foregoing instrument was acknowledged before me this 18 day of December, 2004, by BRIAN T. JORDAN,
[] who is personally known to me, OR
[☒] who has produced drivers license as identification.


Signature of Notary Public

Diana Van Buren
Typed/Printed Name of Notary Public
NOTARY PUBLIC



Serial Number (if any)

My commission expires: _____

STATE OF FLORIDA)

COUNTY OF PASCO)

18 The foregoing instrument was acknowledged before me this
day of September, 2004, by ROBIN L. JORDAN,
[] who is personally known to me, OR
[☒] who has produced FLD License as identification.



Angela Sposato
Signature of Notary Public
Angela Sposato
Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires: _____

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered
Agent of SOULFUN, INC., and acknowledges that the undersigned is
familiar with and accepts the obligations required of registered
agents under Florida law, this 18 day of December, 2004.

Brian T. Jordan
BRIAN T. JORDAN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS