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A PROFESSIONAL ASSOCIATION  
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TORRE LAS MERCEDES  
2ND FLOOR  
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VENEZUELA  
TEL 582-92-88-80  
FAX 582-92-88-76

OF COURSE  
MITCHELL S. POLANSKY

July 7, 1995

Florida Department of State  
Division of Corporations  
Attn: Certification Department  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Soul Purpose, Inc.

To Whom It May Concern:

Enclosed please find a check in the amount of \$122.50 to cover the fee for the filing of the Articles of Incorporation, obtaining a certified copy and initial fee for registered agent for the above-referenced company.

Once the documents have been filed, please forward the certified copy to our office.

Thank you for your cooperation.

Sincerely,

*Lissette Benitez*

Lissette Benitez

LB/jas  
Enclosures

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

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7-21-95

FILED

ARTICLES OF INCORPORATION  
OF  
SOUL PURPOSE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is Soul Purpose, Inc..

ARTICLE II  
ADDRESS

The address of the principal office is 2665 S. Bayshore Drive, Suite 900, Miami, Florida 33133, and the mailing address of the corporation is 2665 S. Bayshore Drive, Suite 900, Miami, Florida 33133.

ARTICLE III  
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV  
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V  
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI  
CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

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**ARTICLE VII**  
**INCORPORATOR**

CLERK OF DISTRICT COURT  
JAMES M. HARRIS, CLERK

The name and address of the person signing these Articles as Incorporator is:

Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, FL 33133


**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

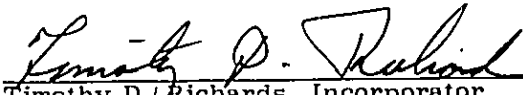
Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 17<sup>th</sup> day of July, 1995.

  
Timothy D. Richards  
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 17<sup>th</sup> day of July, 1995.

  
Timothy D. Richards, Incorporator