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Simple Financial Solutions, Inc.

5777 Geneva Rd. South
Sarasota, FL 34233
(941) 923-0984
FAX (941) 925-4874
< * * >
NY Satellite Office
(518) 869-2334

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*****140.00 *****70.00

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

Re: Heart & Soul, Inc. and Moped-Goped, Inc.

Dear Sirs,

Please find enclosed the Articles of Incorporation and a check in the amount of \$140.00 for the above referenced clients.

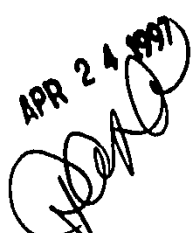
Please forward any correspondence to this office.

Sincerely,



Daniel L. Prewett, Ph.D.
by: Krissi Page

FILED
97 APR 23 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 24 1997


ARTICLES OF INCORPORATION
OF
Heart & Soul, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the Chapter 607 of the Florida Corporate Code do hereby certify the following:

FIRST: The name of the corporation shall be Heart & Soul, Inc.

SECOND: The address of the initial registered office of the corporation is 5777 Beneva Road South, Sarasota FL 34233, County of Sarasota. The name of the registered agent located at said address is Daniel L. Prewett.

THIRD: The principal address of the corporation is

1727 Waldemere Street, Sarasota, FL 34239

FOURTH: The purpose for which this corporation is organized shall be to engage in the sale of clothing. The corporation may engage in any other transaction or business permitted under the laws of the United States and of this State.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Sonja Wiedner 1727 Waldemere Street, Sarasota, FL 34239
Silke Kuschnitzky 1727 Waldemere Street, Sarasota, FL 34239
Daniel L. Prewett 5777 Beneva Road South, Sarasota, FL 34233

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the person who is to act as incorporator(s) are as follows:

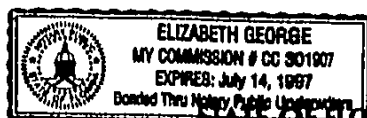
Daniel L. Prewett 5777 Beneva Road South, Sarasota FL 34233

We(I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 17 day of April, 1997.

State of Florida

County of Sarasota

THE FOREGOING instrument was acknowledged and sworn to before me this 17 day of April, 1997 by Daniel L. Prewett.



Elizabeth George
Notary Public

STATE OF FLORIDA DEPARTMENT OF STATE

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

I agree as Resident Agent to accept Service of Process; to keep an office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

Daniel L. Prewett
Daniel L. Prewett, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA