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ASSOCIATIONS/FACILITIES MANAGEMENT, INC.

JAN FAX 904 437 0733
P.O. BOX 871, JACKSONVILLE, FL 32239, 904-725-3980
P.O. BOX 6435, TALLAHASSEE, FL 32304, 904-877-7818



September 15, 1997

To: Corporations Division
Office of The Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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-09/23/97--01027--009
*****70.00 *****70.00

Subject: Articles of Incorporation
Souled Out Enterprises, Inc.

Enclosed, in duplicate, are the articles of incorporation for the above named new corporation, name availability for which was checked by phone, previously.

A check in the sum of \$70.00 is also enclosed.

In the event there should be a problem in affirming the chosen corporate name, our client has suggested the following alternatives in order of preference:

1. I.L.A. Inc.
2. Bank's, Inc.

In the event there should be a problem in affirming any of the names, kindly phone me at 904-725-3980.

Otherwise, kindly return our client's copy to us at P.O. Box 8871, Jacksonville, Florida 32239.

Sincerely,

David R. Arpin
Vice President

Enclosures:

pc. Client

FILED
97 SEP 19 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

44 9/22/97

ARTICLES OF INCORPORATION
OF
SOULED OUT ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE-NAME

The name of the corporation shall be Souled Out Enterprises, Inc.

ARTICLE TWO-FIRST INCORPORATOR

The name and address of the first incorporator shall be:

James R. Banks
59 Woodfield Drive.
Palm Coast, Florida 32164

ARTICLE THREE-PRINCIPAL OFFICE

The principal office and place of business and mailing address of this corporation shall be:

59 Woodfield Drive.
Palm Coast Florida 32164

ARTICLE FOUR-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time, and the par value thereof per share, shall initially be:

1,000 shares at \$1.00 per value

ARTICLE FIVE-INITIAL REGISTERED AGENT
ADDRESS AND ACCEPTANCE

The name and address of the initial registered agent is:

James R. Banks
59 Woodfield Drive.
Palm Coast, Florida 32164

ACCEPTANCE STATEMENT: The undersigned, having been named registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. Further I 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: James R. Banks
✓ Date: 9-9-97

ARTICLE SIX-OFFICERS

The initial officers of the corporation and their respective titles shall be:

James R. Banks, President and Secretary
Donna M. Banks, Vice President & Treasurer

ARTICLE SEVEN-BOARD OF DIRECTORS

The initial members of the Board of Directors shall be two, as below indicated with names and addresses as follows:

James R. and Donna M. Banks
both addressable at 59 Woodfield Drive,
Palm Coast, Florida 32164

The undersigned has executed these Articles of Incorporation this 9th day of SEPT, 1997.

✓ James R. Banks PRESIDENT
Signature and Title

Florida Driver License Number: BS20-456-45-230-0

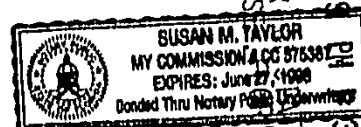
STATE OF FLORIDA)
COUNTY OF FLAGLER)

BEFORE ME, personally appeared James R. Banks, to me properly identified as the person described in and who has executed the foregoing Articles of Incorporation of Souled Out Enterprises, Inc. and acknowledged before me that he has signed such Articles of Incorporation for the purposes set forth.

WITNESS MY HAND AND OFFICIAL SEAL at PAUMCOAST, Florida, this 9th day of September, 1997.

Susan M. Taylor
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES _____



NOTARY SEAL