

P98000095443

November 6, 1998

Peggy Stewart
3454 Bocage Dr., Suite 416
Orlando, Florida 32812

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

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-11/09/98--01052--016
****131.25 ****87.50

Re: Heart & Soul, Inc.

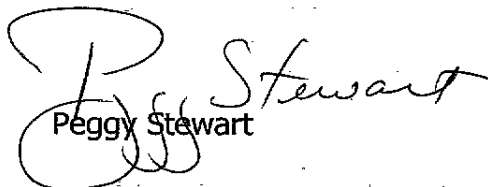
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Heart & Soul, Inc. and a check for \$131.25, representing your filing fee, with Certified Copy and Certificate.

Please process and return the requested filed articles and copies. Should you require anything additional or have any questions, do not hesitate to contact me at (407) 649-3920.

Thank you for your assistance and consideration.

Very truly yours


Peggy Stewart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encs.
Peggy:Sec-St-ltr

Dmc
11-12-98

Articles of Incorporation

of

Heart & Soul, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is Heart & Soul, Inc.. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 3454 Bocage Dr., Suite 416, Orlando, Florida 32812

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 3454 Bocage Dr., Suite 416, Orlando, Florida 32812. The name of the registered agent at such address is Peggy Stewart.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Peggy Stewart

Address

2434 Bocage Dr., Suite 416
Orlando, Florida 32812

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

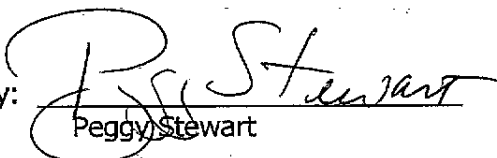
ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

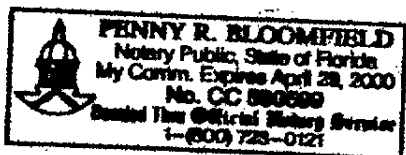
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

6th DATED at ORLANDO, ORANGE County, Florida, this
day of November 1998.

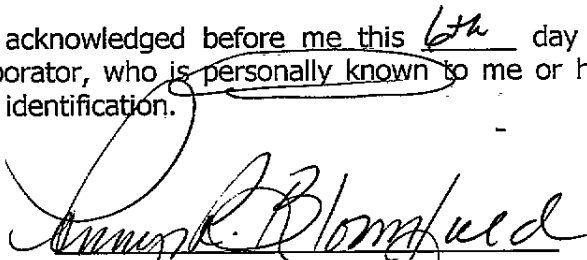
By: 
Peggy Stewart

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 6th day of November, 1998, by Peggy Stewart, as incorporator, who is personally known to me or has produced _____ as identification.



(NOTARY SEAL)


(Notary Signature)
Penny R. Bloomfield
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Heart & Soul, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Peggy Stewart, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.0501, Florida Statutes.


Peggy Stewart

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TALLAHASSEE, FLORIDA