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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

NAKED SOULS ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

NAKED SOULS ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is NAKED SOULS ENTERPRISES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is at 7291 NW 74th Street, Miami, Florida 33166 and the mailing address of the Corporation is P.O. Box 566112, Miami, Florida 33256.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Twenty-Five Thousand (25,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

Prepared by:
Tools For Change,
6015 NW 7th. Ave.
Miami, Fl 33127
(305) 751-8934

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 7291 NW 74th Street, Miami, Florida 33166 and CARLOS OCHOA is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

CARLOS OCHOA
7291 NW 74th Street
Miami, Florida 33166

ARTICLE IX - AMENDMENTS

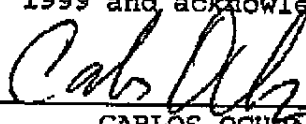
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

CARLOS OCHOA
7291 NW 74th Street
Miami, Florida 33166

IN WITNESS WHEREOF, I, CARLOS OCHOA, the undersigned incorporator, have signed these Articles of Incorporation on this 2 day of February, 1999 and acknowledged the same to be my act.


CARLOS OCHOA

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 2nd day of February, 1998 by CARLOS OCHOA, who personally appeared before me at the time of notarization, and who has provided Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That NAKED SOULS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named CARLOS OCHOA located at 7291 NW 74th Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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.

BY:


CARLOS OCHOA

DATE: 02/02/97

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