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LAW OFFICE OF  
BERNARD D. CANARICK  
SUITE 202  
8411 WEST OAKLAND PARK BOULEVARD  
SUNRISE, FLORIDA 33351

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 24 PM 3:00

BERNARD D. CANARICK

(954) 475-3155  
(954) 746-0000  
(954) 746-0003 Facsimile

May 19, 1999

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

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-05/24/99--01127--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: SOULWORKS, INC.

Dear Sir or Madam:

Enclosed please find the original plus one (1) copy of the Articles of Incorporation with reference to the above entity together with my check in the amount of \$70.00 representing the filing fee. Please return a certified copy of the Articles to the undersigned.

Thank you for your prompt and courteous response.

Very truly yours,

  
BERNARD D. CANARICK  
BDC/pmr  
Enclosures

RECEIVED MAY 27 1999

ARTICLES OF INCORPORATION  
OF  
SOULWORKS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 24 PM 3:00

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SOULWORKS, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
2611 N. Hiatus Road, #146  
Cooper City, Florida 33026

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be: 8411 West Oakland Park Blvd., Suite 202, Sunrise, Florida 33351, and the initial Registered Agent of this Corporation is, Bernard D. Canarick, Esquire who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping on office open for service of process. The Board of Directors from time to time may move the Registered Office to any other

address in the State of Florida.

#### ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have Two (2) directors, initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Thomas A. Genung, 2611 N. Hiatus Road, #146, Cooper City, Florida 33026  
Christine Pace, 2611 N. Hiatus Road, #146, Cooper City, Florida 33016

The person(s) named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX. INCORPORATOR.

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator are: Thomas A. Genung, 2611 N. Hiatus Road, #146, Cooper City, Florida 33026 and Christine Pace, 2611 N. Hiatus Road, #146, Cooper City, Florida 33026.

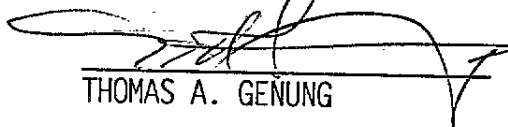
#### ARTICLE X. AMENDMENT.

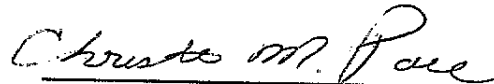
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI. INDEMNIFICATION.

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

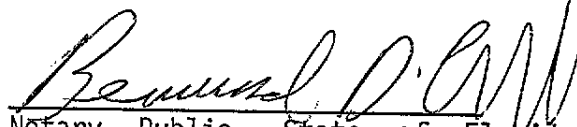
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 19 day of May, 1999.

  
THOMAS A. GENUNG

  
CHRISTINE PACE

STATE OF FLORIDA )  
                              )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public, personally appeared THOMAS A. GENUNG and CHRISTINE PACE, who is/are known to be the person(s) described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 19 day of May, 1999 said signators having produced FL D L'S as proper identification.

  
Notary Public, State of Florida

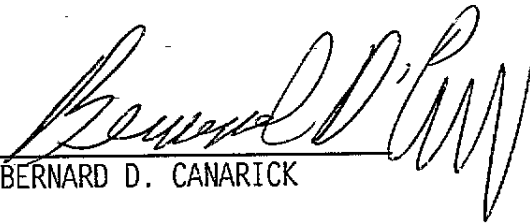
at Large  
BERNARD CANARICK  
COMMISSION # CC 712121  
EXPIRES JAN 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this 19 day of May, 1999.

  
BERNARD D. CANARICK

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 24 PM 3:00