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TALLAHASSEE, FLORIDA

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January 12, 1998

Via Overnight Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: LifeWorks Communications, Inc.
Articles of Incorporation

900002398799--4

-01/13/98--01088--015

*****70.00 *****70.00

Gentlemen:

In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. One manually executed original and one copy of said corporation's Articles of Incorporation; and
2. Our check in the total amount of \$70.00 representing the following:
 - a) \$35.00 filing fee;
 - b) \$35.00 fee for registered agent.

Please return a stamped copy of the Articles of Incorporation to the undersigned in the enclosed postage-paid, self-addressed envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

W. Charles Shuffield

WCS:ldr

Enclosures

cc: W. H. Peterson, CPA (w/enc.)
Carson L. Eddy, CPA (w/enc.)

P. Hall

JAN 14 1998

ARTICLES OF INCORPORATION
OF
LIFEWORCS COMMUNICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be "LifeWorks Communications, Inc." with its principal office and mailing address being located at 1031 W. Morse Boulevard, Suite 200, Winter Park, Florida 32789.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence immediately upon the filing of the Articles of Incorporation with The Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

This Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), and in this connection, to develop and conduct programs devoted to strengthening the emotional and relational stability of individuals and families. This corporation shall not have any corporate stock and shall not operate for profit. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV
MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 315 East Robinson Street, Suite 600, Orlando, Florida 32801 and the initial registered agent of the Corporation at that address shall be W. Charles Shuffield, Esq. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Carson L. Eddy
c/o Cuthill & Eddy, L.L.P.
1031 W. Morse Boulevard, Suite 200
Winter Park, FL 32789

James E. Willingham
2900 Monoco Court
Orlando, FL 32806

Joseph A. Christiano
P.O. Box 951479
Lake Mary, FL 32795

Directors may be removed with or without cause. The manner in which directors are elected or appointed will be stated in the Bylaws.

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

W. Charles Shuffield
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII
PROHIBITIONS

The corporation shall not:

(a) Carry on propaganda, or otherwise attempt to influence legislation, nor participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.;

(b) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

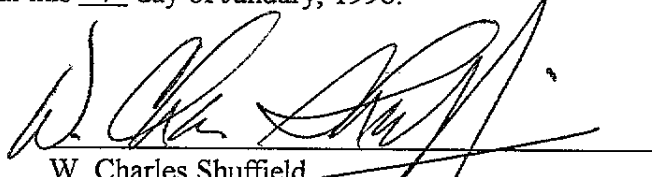
- (c) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code;
- (e) Make any taxable expenditures as defined in Section 4945(d) of the Code; or
- (f) Cause or allow any part of the net earnings of the corporation to inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XIV DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 9th day of January, 1998.


W. Charles Shuffield

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

98 JAN 13 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

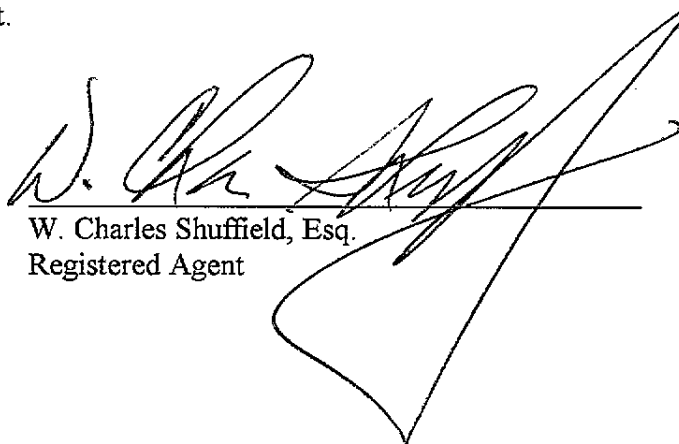
In compliance with Section 48.091, Florida Statutes, the following is submitted:

LifeWorks Communication\$ Inc., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 315 E. Robinson Street, Suite 600, Orlando, Florida 32801, has named and designated W. Charles Shuffield, Esq. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9th day of January, 1998.



W. Charles Shuffield, Esq.
Registered Agent