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DELRAY BEACH, FLORIDA 33483

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**P00000071934**  
July 24, 2000

Division of Corporations  
Corporate Records Bureau  
P O Box 6327  
Tallahassee, FL 32314

500003335475--9  
-07/25/00--01070--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Name of Corporation BE PROACTIVE, INC.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75 (70.00 for incorporation and 8.75 for certified copy of same). Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,

*Dr. Doak S. Campbell, III*

Doak S. Campbell, III

FILED  
00 JUL 25 AM 8:23  
TALLAHASSEE, FLORIDA

T. Burch JUL 28 2000

ARTICLES OF INCORPORATION

OF

BE PROACTIVE, INC.

Article I

Name

The name of the corporation is Be Proactive, Inc.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of stock at One Dollar (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11176 Ira Lane, Lake Worth, Fl 33467 and the name of the initial registered agent of this corporation at the address is Frances Adcock.

FILED  
00 JUL 25 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article VI**  
**Principal Office and Mailing Address**

The principal office and mailing address of the corporation is 11176 Ira Lane, Lake Worth, Fl 33467.

**Article VII**  
**Initial Board of Directors**

This corporation shall have one sole (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws.

The name and address of the initial director of this corporation is:

Name	Address
Frances Adcock	11176 Ira Lane, Lake Worth, Fl 33467

**Article VIII**  
**Incorporator**

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

Name	Address
Frances Adcock	11176 Ira Lane, Lake Worth, Fl 33467

**Article IX**  
**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**Article X**  
**Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**Article XI**  
**Action by Directors without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

**Article XII**  
**Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

**Article XIII**  
**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 shareholder(s) is subject to this reservation.

**Article XIV**  
**Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 th day of July, 00



Frances Adcock  
Incorporator

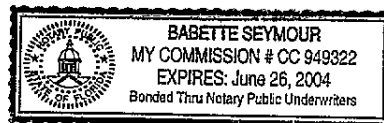
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frances Adcock, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21<sup>st</sup> day of July, 2000

*Babette Seymour*

Notary Public  
My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED

FIRST THAT BE PROACTIVE, INC., DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
IN THE CITY OF LAKE WORTH, STATE OF FLORIDA, NAMED FRANCES  
ADCOCK OF BE PROACTIVE, INC. ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE Frances Adcock  
Frances Adcock

TITLE INCORPORATOR

DATE 7-21-00

00 JUL 25 AM 8:23  
FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO  
COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Frances Adcock  
Frances Adcock

DATE 7-21-00