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Vincent J. Corey
531 N. Ocean Blvd. #201
Pompano Beach, FL 33062

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-06/28/99-01090-013
*****78.75 *****78.75

June 22, 1999

The Honorable Katherine Harris:
State of Florida Department of State.
P.O Box 6327
Tallahassee, FL 32314

FILED
99 JUN 28 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

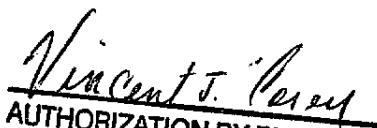
Dear Ms. Harris:

Enclosed are the necessary documents and fees to form a corporation in the State of Florida.

If you have any question I can be reached at (954) 941-6655 between the hours of 10:00AM to 4:00 PM, Monday through Friday.

Sincerely,


Vincent J. Corey

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I, VIII
DATE 7-2-99
DOC. EXAM OK

**ARTICLES OF INCORPORATION
(GENERAL)**

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Infinite Prospects Inc.

The Principal Office address is
10140 Marlin Circle
Boca Raton, FL 33428

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Law of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE III
REGISTERED OFFICE / AGENT**

The street address of the Corporation's initial registered office in the State of Florida is 531 N. Ocean Blvd. # 201 Pompano Beach, Fl 33062; and the same name of its initial registered agent at such address is Sholem Joel Epstein.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are One thousand (1,000.00), and the par value of each share shall be One Dollar (\$ 1.00).

**ARTICLE V
PROVISIONS**

The provision for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VII
INITIAL BUSSINESS**

The initial business of the corporation shall be: Life Extention Program.

**ARTICLE VIII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is One (1). Vincent J. Corey

**ARTICLE IX
INCORPORATORS**

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Vincent J. Corey
10140 Marlin circle
Boca Raton, Fl. 33428.

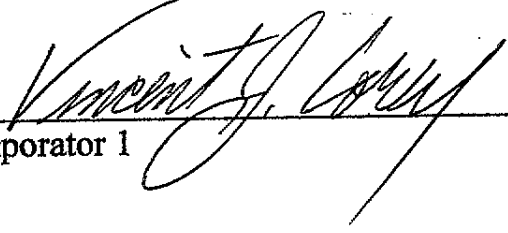
**ARTICLE X
NO PERSONAL LIABILLITY**

The private property of the stock holders shall not be subject to the payment of Corporate debts.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the corporation shall run from July 1 to June 30 or each year.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 22day of June 1999.



Incorporator 1

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99 JUN 28 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Joel Epstein
531 N. Ocean Blvd. #201
Pompano Beach, FL 33062

June 22, 1999

The Honorable Katherine Harris:
State of Florida Department of State.
P.O Box 6327
Tallahassee, FL 32314

Dear Ms. Harris:

I understand and accept the responsibility and duties of being the registered agent for Infinite Prospects, Inc.

If you have any questions I can be reached at (954) 941-6655 between the hours of 10:00 AM to 4:00 PM, Monday through Friday.

Sincerely,



S. Joel Epstein