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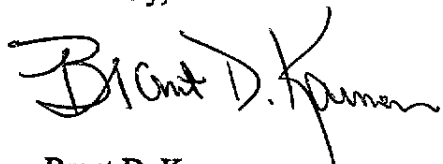
136 4th Street North
Suite # 301
St. Petersburg, FL 33701
September 29, 2001

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

Dear Sir or Madam:

Enclosed are Articles of Incorporation for Positive LifeForce. Along with the Articles we are submitting a check of \$ 78.75 to cover fees. This is inclusive of the optional \$ 8.75 for the certified copy. Thank you for your assistance.

Sincerely,



Brant D. Karmen

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01 OCT -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK OCT 05 2001

(A)

**Articles of Incorporation of
Positive LifeForce, Inc.**

We, the undersigned each being a natural person, competent to contract, and desiring to form a corporation pursuant to the Corporation laws of the State of Florida, hereby associate ourselves together for the purpose of becoming a corporation not for profit.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

1. The name of this corporation shall be: Positive LifeForce, Inc. (hereinafter referred to as the Corporation)

ARTICLE II

2. The principal place of business and mailing address of the corporation shall be: 136 4th Street N. Suite 301, St. Petersburg, FL 33701

ARTICLE III

PURPOSES OF THE CORPORATION

1. This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (C)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C)(3) of the Internal Revenue Code.
2. The mission of the Corporation is to provide a supportive, informative, holistic environment to empower men and women in the HIV community through fitness and complementary therapies for the purpose of improving the quality their lives.
3. The purposes for which this Corporation has been organized are:
 - a. To provide a non-judgmental environment which nurtures the individual's health and well being while creating a sense of community.
 - b. To provide services which focus on holistic health, fitness, education, information, and the exchange of ideas.
 - c. To provide a forum to raise HIV/AIDS awareness in the community at large.
 - d. To provide all services to the HIV community at an affordable cost.

ARTICLE IV

MANNER OF ELECTION

The business and affairs of this Corporation shall be conducted and managed by a Board of Directors of not less than five members. The numbers may be increased or diminished as may be hereinafter provided for in the By-laws of this Corporation, but shall never be less than five. The initial organizing Board of Directors of the Corporation shall elect officers and shall subsequently invite and elect new members to the Board of Directors as determined by need according to the By-laws of the Corporation.

ARTICLE V

The Board of Directors of the Corporation shall initially consist of the following 10 members:

Karen Askey, 9749 86th Ave. N. Largo, FL 33777
Denise Brittain, 555 5th Ave. N. St. Petersburg, FL 33701
Dwight Douglass, 2007 Dunston Cove Rd. Clearwater, FL 33755
Marcia Duley, 3222-B 40th Way S. St. Petersburg, FL 33711
Brant D. Karmen, 5939 9th Ave. S. Gulfport, FL 33707
Cecil Moore, 4842-B Coquina Key Drive S.E. St. Petersburg, FL 33705
Wayne Mullin, 5052-C Starfish Dr. S.E. St. Petersburg, FL 33705
Jeanette B. Reid, 3025 50th St. S. Gulfport, FL 33707
Jay Tarry, 3222-B 40th Way S. St. Petersburg, FL 33711
William R. Whipple, 3100 10th St. N. St. Petersburg, FL 33704

ARTICLE VI

The Registered Agent for the Corporation shall be:

Name: Brant D. Karmen

Address: 5939 9th Ave. S., Gulfport, FL 33707

ARTICLE VII

The name and address of the person signing these Articles of Incorporation and hereinafter known as the Incorporator is:

Name: William R. Whipple

Address: 3100 10th St. N. St. Petersburg, FL 33704

ARTICLE VIII

DISTRIBUTION OF EARNINGS

No part of the net earnings of the Corporation shall 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(C)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

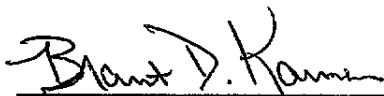
ARTICLE IX

DISSOLUTION

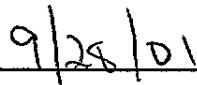
Upon the dissolution of the Corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(C)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

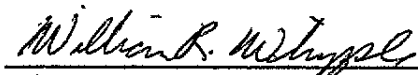
In witness whereof, we have hereunto subscribed our names this 20th day of September, 2001.

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

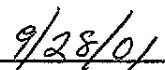


Brant D. Karmen, Registered Agent


Date



William R. Whipple, Incorporator


Date