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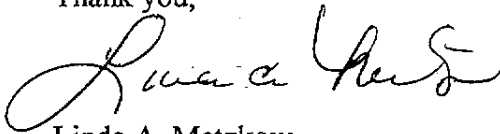
Linda A. Metzkwow
PO Box 1445
New Smyrna Beach, FL 32170

October 24, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed please find the Not For Profit Articles of Incorporation for Perfect Peace of Mind. If you should need to contact me by telephone my number is (321) 984-5203 and my fax line is (321) 733-7000.

Thank you,



Linda A. Metzkwow

ENCL: Articles of Inc.
Check for filing fee

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PERFECT PEACE OF MIND, INC.

02 OCT 30 PM 3: 59

THE UNDERSIGNED, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is Perfect Peace of Mind, Inc.

ARTICLE II

Principal Office and Mailing Address

The initial principal office of the Corporation is located at 523 Ball Street, New Smyrna Beach, Florida, 32168; and its mailing address is Post Office Box 1445, New Smyrna Beach, Florida, 32170.

ARTICLE III

Purposes

This Corporation is organized and shall be operated exclusively as a corporation not for profit and for charitable, religious and educational purposes, under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code") and the Treasury Regulations issued thereunder.

ARTICLE IV

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary or desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall have no power to do any act inconsistent with the provisions of section 501(c)(3) and Section 170(c)(2) of the Code;
- (b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III of these Articles; and
- (c) 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 any candidate for public office.

ARTICLE V

Board of Directors

- (a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- (b) The Corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3). The Directors shall be elected in such manner as shall be provided in the Bylaws. The names and addresses of the initial Directors who shall serve until the first annual meeting of the corporation are:

<u>Name</u>	<u>Address</u>
David R. Rooks	3051 South Atlantic Avenue
Certified Public Accountant	Number 2004
	Daytona Beach Shores, Florida
	32118
Dr. Alyn L. Benézette	4 Lake Isle Way
Coastal Neurology & Rehabilitation	Ormond Beach, Florida 32174
Linda Metzkow	523 Ball Street
	New Smyrna Beach, Florida 32168

Richard L. McCullough

1811 Travelers Palm
Edgewater, Florida 32132

Rebecca M. Somers

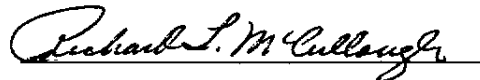
523 Ball Street
New Smyrna Beach, Florida 32168

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1811 Travelers Palm, Edgewater, Florida 32132; and the name of the initial Registered Agent of this Corporation at that address is Richard L. McCullough.

I hereby accept the appointment as registered agent and agree to act in this capacity.



Richard L. McCullough

ARTICLE VII

Incorporator

The name and address of the subscriber to these Articles is:

Linda Metzkow

523 Ball Street
New Smyrna Beach, Florida 32168

ARTICLE VIII

Duration

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE IX

Members

This Corporation shall have no members.

ARTICLE X

Bylaws

- (a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provision of these Articles of Incorporation.
- (b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Directors.

ARTICLE XI

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation, and upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed to (a) one or more

organizations exempt from taxation and under Section 501(c)(3) of the Code; or (b) the federal government or a state or local government, for public purposes similar to the charitable, religious and educational purposes of this corporation.

ARTICLE XIII

Limitations on Corporate Power

Should the Corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;
- (c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the code, or corresponding provisions of any later federal tax law;
- (d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

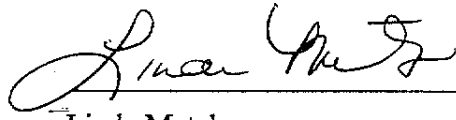
ARTICLE XIV

Indemnification

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not For Profit Corporation Act, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS HEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 14th day of October, 2002, for the

purposes of incorporating as a corporation not for profit under the laws of the State of Florida.



Linda Metzkow