

CAPITAL CONNECTION

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
DEC 18 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 12/23 12.00

RE: Motivation Options

Initiative Seeking
Our nature, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE
~~DEC 18 1996~~

FILED
96 DEC 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
MOTIVATION OPTIONS INITIATIVE SEEKING
OUR NATURE, INC.,
a not-for-profit corporation

I, the Incorporator, being a natural person of the age of twenty-one years or more and a citizen of the United States, for the purpose of forming a not for profit corporation under the Not For Profit Corporation Act of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this not for profit corporation shall be the MOTIVATION OPTIONS INITIATIVE SEEKING OUR NATURE, INC. (hereinafter referred to as the "Corporation").

The effective date of the Corporation shall be December 18, 1996.

ARTICLE II

The address of the principal office and mailing address of the corporation is 100 Second Avenue N., Suite 240, St. Petersburg, Florida 33701.

ARTICLE III

The purposes for which the Corporation is organized are:

1. The Corporation is organized and intended to qualify under Section 501(c)(3) of the Internal Revenue Code and the Treasury Regulations promulgated thereunder.
2. The Corporation is organized exclusively for the charitable, religious, literary, scientific and educational purposes as set forth 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 such Code.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.
4. 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of

Florida pursuant to the provisions of Not For Profit Corporation Act.

ARTICLE IV

The method of election of directors of the Corporation shall be stated in the Bylaws of the Corporation.

ARTICLE V

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational 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. Any such assets not so disposed of shall be disposed of by the Court in 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.

ARTICLE VI

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

GERARD MOISON	927 Arrowhead Dr. NE St. Petersburg, FL 33703
LEO J. GOVONI	100 Second Avenue N., Suite 240 St. Petersburg, FL 33701
VIRGINIA CHARLESON	159 Marion Rd. Amherst, NY 14226

ARTICLE VII

The name and address of the initial registered agent and registered office are:

Registered Agent:	CAROL E. FANT
Registered Office:	ALLAN & SHIPP, P.A. 6675 - 13th Avenue North, Suite 2C St. Petersburg, Florida 33710

Pinellas County, Florida

ARTICLE VIII

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE IX

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete. Executed this 20 day of December, 1996.

Signature and Name

Carol E. Fant

Signature

CAROL E. FANT

Post Office Address

6675 - 13th Avenue North, Ste. 2C

Street

St. Petersburg, FL 33710

CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE

FILED
96 DEC 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

1. The name of the corporation is:
Motivation Options Initiative Seeking Our Nature, Inc., a not-for-profit corporation

2. The name and street address of the registered agent and office is:
CAROL E. FANT, Allan & Shipp, P.A., 6675 - 13th Avenue North, Suite 2C, St.
Petersburg, FL 33710

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: December 20, 1996

Carol E. Fant
CAROL E. FANT