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July 15, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-07/22/98--01076--014
*****70.00 *****70.00

Re: Lifestream International Foundation, Inc.

Gentlemen:

I am enclosing herewith an original of the Articles of Incorporation of Lifestream International Foundation, Inc., a nonprofit organization. Also enclosed is our check in the amount of \$70.00 as payment for the following amounts:

\$35.00 -- Filing Fee
35.00 - Registered Agent Designation

Thank you for your attention to this matter.

Sincerely,



Leonard Alterman

LA/bjw

Enclosures

cc: Therese R. Quinn
Henry Green
Roberta Begley

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SECRETARY OF STATE
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07-24-98

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ARTICLES OF INCORPORATION

OF LIFESTREAM INTERNATIONAL FOUNDATION, INC.

The undersigned natural persons, for the purpose of organizing and incorporating a Florida not for profit corporation adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is LIFESTREAM INTERNATIONAL FOUNDATION, INC.

ARTICLE II

This is a non-profit corporation organized solely for general charitable purposes pursuant to Florida Not for Profit Corporation Act.

ARTICLE III

The specific and primary purposes for which this Corporation is formed are to obtain contributions for financial aid for persons wishing to participate in the training offered by Lifestream, Inc. but who are not financially able to do so.

The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The property of this Corporation is irrevocably dedicated to the charitable purposes set forth herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the

benefit of any private individual.

ARTICLE V

The street address of the principal office of the Corporation is 3285 Old Barn Road, Ponte Vedra Beach, Florida 32082.

The name of the Registered Agent for service of process of that office shall be THERESE R. QUINN.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The Directors named in Article VI shall hold office until the first meeting of the Directors. There shall be at least (3) Directors constituting the Board of Directors who shall be elected as provided in the bylaws of the corporation. The names and addresses of each person who is to serve as a member of the initial board of directors are:

- 1) Therese R. Quinn
7766 Woodsdale Lane
Jacksonville, Florida 32256
- 2) Henry Green
3285 Old Barn Road
Ponte Vedra Beach, Florida 32082
- 3) Roberta Begley
213 Williams Street
Petosky, Michigan 49770

ARTICLE VII

The name and address of each Incorporator of this Corporation is as follows:

Therese R. Quinn
7766 Woodsdale Lane
Jacksonville, Florida 32256

ARTICLE VIII

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or Corporation organized and operated exclusively for a charitable purpose which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE IX

These Articles of Incorporation may be amended by amendment approved by a majority vote of the Directors of this Corporation at any meeting of the Directors of the Corporation, provided that if the meeting is other than a regular meeting of the Corporation, notice of the meeting and the proposed amendment shall be served upon all Directors of the Corporation at least 10 days before the meeting, at which the amendment is proposed.

ARTICLE X

The Corporation shall not engage in any activities which would disqualify it as a tax exempt organization under the United States Internal Revenue Code.

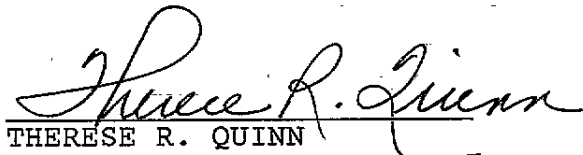
ARTICLE XI

The Corporation shall have all powers granted corporations not-for-profit under Chapter 617 of the Florida Statutes as the same may be amended from time to time. In addition, the Board of Directors may grant such further powers to the Corporation as it may deem appropriate in the Corporation's Bylaws or otherwise as long as such powers are not in conflict with any applicable law. However, despite anything herein to the contrary, the Corporation shall exercise only such powers and conduct only such activities as are in furtherance of one or more of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code as that section may from time to time be amended.

ARTICLE XII

The Board of Directors may from time to time establish provisions for memberships in the Corporation separate from the Board of Directors.

IN WITNESS WHEREOF, the incorporators of the Corporation, have caused these Articles of Incorporation to be signed this 7th day of July, 1998.


THERESE R. QUINN

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by THERESE R. QUINN this 7th day of July, 1998 who _____ produced as identification _____ or ✓ who is personally known to me and who did not take an oath.



Leonard M. Altman
MY COMMISSION # CC513459 EXPIRES
December 18, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Leonard M. Altman
Notary Public
State of Florida at Large
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, THERESE R. QUINN hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for the above named corporation.

Dated this 7th day of July, 1998.

Therese R. Quinn
THERESE R. QUINN

A:Lifestream International.aoi

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