

FRANCIS M. BRADLEY

427 TIMBERLAKE DRIVE
MELBOURNE, FLORIDA 32940
T/F 407-242-1421

N9900002081

March 29, 1999

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*****70.00 *****70.00

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

In Re: LIFE CENTERS FOR AMERICA , INC.

Enclosed is an original and one copy of the articles of incorporation and check for \$70.00.

If there are any questions please do not hesitate to call at the aforementioned telephone or telefax.

Sincerely yours,

Francis M. Bradley

FRANCIS M. BRADLEY

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

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DIVISION OF CORPORATIONS
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ARTICLE I - Name.

The name of the corporation shall be:

LIFE CENTERS OF AMERICA, INC.

ARTICLE II - Principal Place of Business and Mailing Address:

The principal place of business and the mailing address of this corporation shall be

% PAUL ROSBURY, 1773 PINWOOD, MELBOURNE, FLORIDA 32934

ARTICLE III - Purpose

The specific purposes for which the corporation is organized are for.

THE CORPORATION HAS THE PURPOSE
OF BEING A COMMUNITY DEVELOPMENT CORPORATION.

AMONG ITS OTHER PURPOSES ARE:

1. To establish rehabilitation center or centers
2. To assist all governmental agencies in pursuance of their endeavors as they concern rehabilitation of citizens
3. To establish necessary relations with other organizations or functions to bring about benefit to this corporation

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4. To accept all persons, regardless of age or religion who are in need of the facilities and guidance offered by this corporation.
5. To provide investigative facilities for the evaluation of capacities and classification of applicants in the event such function is needed within the organization.
6. To provide vocational rehabilitation of all persons under the care and guidance of said corporation
7. To develop the productivity of each applicant and demonstrate his employability to prospective employers
8. To facilitate or provide means for surgery, therapeutic treatment, hospitalization, medical examinations and spiritual guidance and devices for trainees and applicants
9. To provide supervision for training and/or occupational and vocational rehabilitation to permit a trainee to enter upon and follow an occupation and/or have gainful employment
10. To organize, operate and maintain a youth center, containing facilities for entertainment, instruction and social opportunities for children who, because of financial, physical or social limitations of their parents or guardians, would otherwise be unable to enjoy such opportunities in the general areas in which they live.
11. To receive gifts and grants of money and property of every kind and to administer the same for charitable, educational, civic and philanthropic uses and to do everything necessary or proper for the accomplishment of these purposes.
12. To engage in the acquiring by purchase, exchange, construction or other means, and thereafter in owning, maintaining and carrying on an institution, boarding home or other establishment suitable for the reception, care, treatment, rehabilitation and guidance of all persons young or elderly.

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13. To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise, and real and personal property of every class and description.

14. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

15. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

It desires to create units anywhere in the world but specifically with start in State of Florida.

Finally, it shall have all the authority permitted for not for profit organizations to engage in any or all lawful activities permitted under the laws of the United States of America, The State of Florida, or any other state, country, territory or nation.

ARTICLE IV. Manner of Election of Directors.

The affairs of the corporation shall be managed by a Board of Directors. The Board shall have the power to admit members of the corporation in such manner, subject to such qualifications, and upon such terms and with such rights as may be provided from time to time by by-law's of the corporation.

ARTICLE V. Limitation of corporate powers..

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI. Initial registered agent and street address:

The name and the street address of the initial registered agent is:

PAUL ROSBURY, 1773 PINWOOD RD, MELBOURNE, FLORIDA 32934

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ARTICLE VII. Incorporator

The name and the street address of the incorporator for these articles of Incorporation is:

PAUL ROSBURY, 1773 PINWOOD RD, MELBOURNE, FLORIDA 32934

ARTICLE VIII. DISSOLUTION

UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTOR SHALL, PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION TO ANOTHER ORGANIZATION OR ORGANIZATIONS WHICH ARE ORGANIZED AND OPERATED FOR THE SAME PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE EDUCATIONAL, RELIGIOUS, LITERACY, OR SCIENTIFIC PURPOSE AS SHALL AT THE TIME AT TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANEZATION UNDER SECTION 501c3 OF INTERNAL REVENUE CODE OF 1954 AS AMENDED, AS THE BOARD OF DIRECTORS SHALL DETERMINE ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY IN WHICH THE PRINCEPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EKCLUSELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE IX.

THE MEMBERS OF THIS CORPORATION SHALL HAVE NO RIGHTS, TRITLE OR INTEREST WHATSOEVER IN ITS INCOME, PROPERTY, OR ASSETS, NOR SHALL ANY PORTION OF SUCH INCOME, PROPERTY, OR ASSETS BE DISTRIBUTED TO ANY MEMBER ON THE DISSOLUTION OR WINDING UP OF THIS CORPORATION. MEMBERS OF THIS CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION AND SHALL NOT BE SUBJECT TO ANY ASSESSMENTS.

The undersigned incorporator has executed these Articles of Incorporation
29th March **this day of 1999.**

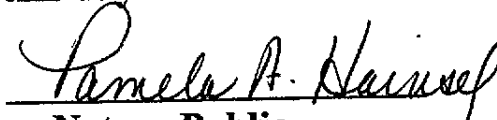

PAUL ROSBURY incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD: SS**

Before me, a notary public, authorized to take acknowledgments in the state and county set forth above, personally appeared PAUL ROSBURY, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this day of 1999.

My Commission Expires:


Notary Public



PAMELA A HAINZEL
My Commission 00463023
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555

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CERTIFICATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

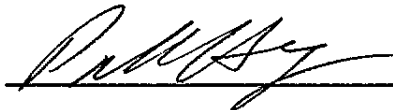
The name of the corporation is:

LIFE CENTERS OF AMERICA, INC.

The name and address of the registered agent and office is:

% PAUL ROSBURY, 1773 PINWOOD RD, MELBOURNE, FLORIDA 32934

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.

 29/March 1999.

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