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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
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FLORIDA PROFIT CORPORATION OR P.A.

agentLIFE, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
AGENTLIFE, INC.**

THE UNDERSIGNED, acting as the sole incorporator of **agentLIFE, Inc.** (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is: **agentLIFE, Inc.**

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be Fifty Five Million (55,000,000) shares, consisting of Fifty Million (50,000,000) shares of a single class of common stock having a par value of \$.001 per share and Five Million (5,000,000) shares of preferred stock having a par value of \$.001 per share. Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 5350 West Kennedy Boulevard, Tampa, Florida 33609-2410.

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Matthew J. Foster, Esquire
Florida Bar # 382991
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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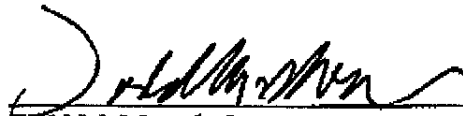
Initial Registered Office and Agent

The address of the Registered Office of the Corporation is 5350 West Kennedy Boulevard, Tampa, Florida 33609-2410 and the Registered Agent at such address is Todd M. Mezrah.

ARTICLE V
Incorporator

The name and address of the sole incorporator of the Corporation is as follows:
Todd M. Mezrah, 5350 West Kennedy Boulevard, Tampa, Florida 33609-2410.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator as of the 21st day of April, 2000.



Todd M. Mezrah, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of agent **LIFE, Inc.**

DATED: Effective April 21st, 2000.

By: 
Todd M. Mezrah

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