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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 706820 8796A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 23 PM 1:06

ORDER DATE : May 23, 2000

ORDER TIME : 9:56 AM

000003263490--9

ORDER NO. : 706820-005

CUSTOMER NO: 8796A

CUSTOMER: William J. Schifino, Esq
SCHIFINO & FLEISCHER
SCHIFINO & FLEISCHER
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: LIFE-WORKS MAGIC CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
00 MAY 23 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 5/23/00

ARTICLES OF INCORPORATION
OF
LIFE-WORKS MAGIC CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 23 PM 1:06

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

Life-Works Magic Corp.

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

4389 Iola Drive
Sarasota, FL 34231

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of Common Stock with a par value of \$.01 per share. Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

William J. Schifino
201 N. Franklin St.
Suite 2700
Tampa, FL 33602

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

William J. Schifino
201 N. Franklin St.
Suite 2700
Tampa, FL 33602

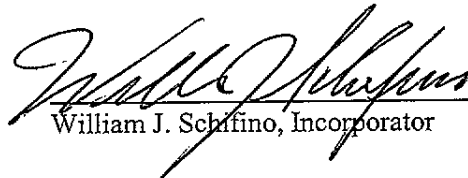
ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation but shall never be less than one. The initial Board of Directors shall consist of one member, his name and street address is as follows:

<u>Name</u>	<u>Address</u>
Alice Greenspan	4389 Iola Dr., Sarasota, FL 34231

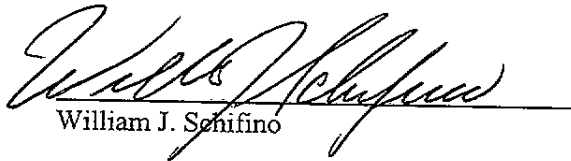
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 2000.


William J. Schifino, Incorporator

**SCHIFINO CORPORATION
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, William J. Schifino, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 15th day of May, 2000.


William J. Schifino

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