

MONICA D. ROBINSON

160 MASTERS BLVD
WINTER PARK, FL 3279

P00000051912

05/17/00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

900003262599--9

-05/23/00--01005--006
*****78.75 *****78.75

DEAR SIRs:

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION
OF:

CHANGING DIRECTIONS OF AMERICA, INC

THANK YOU,


MONICA D. ROBINSON

FILED
00 MAY 22 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CG
5-26-00
5

ARTICLES OF INCORPORATION
OF

CHANGING DIRECTIONS OF AMERICA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

CHANGING DIRECTIONS OF AMERICA, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

160 MASTERS BLVD
WINTER PARK, FL 32792
(407) 657-0977

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

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00 MAY 22 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

| NAME | OFFICE | ADDRESS |
|---------------------------|------------------|---|
| MONICA D. ROBINSON | President | 160 MASTERS BLVD WINTER PARK, FL 32792 |

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

| NAME | ADDRESS | SHARES |
|---------------------------|---|---------------|
| MONICA D. ROBINSON | 160 MASTERS BLVD WINTER PARK, FL 32792 | 1000 |

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**MONICA D. ROBINSON
160 MASTERS BLVD
WINTER PARK, FL 32792**

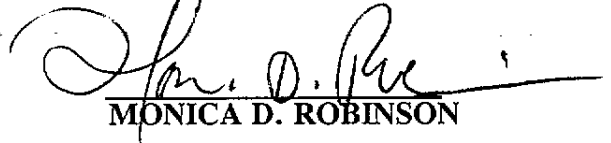
ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

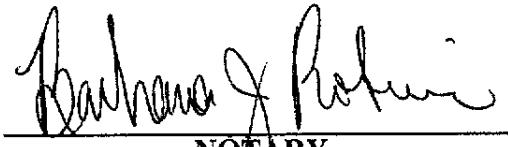
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 17TH DAY OF
MAY 2000.

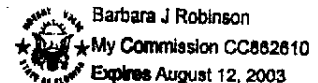

MONICA D. ROBINSON

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
MONICA D. ROBINSON
KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 17TH
DAY OF MAY 2000.


NOTARY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY
BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

CHANGING DIRECTIONS OF AMERICA, INC

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

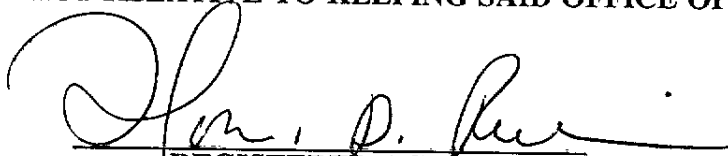
160 MASTERS BLVD
WINTER PARK, FL 32792

IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE
STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:

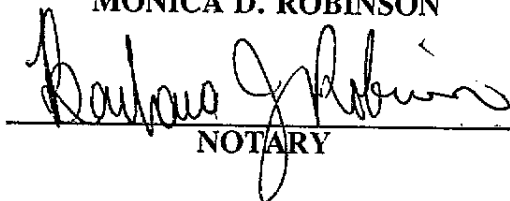
MONICA D. ROBINSON

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.



REGISTERED AGENT
MONICA D. ROBINSON



NOTARY



Barbara J Robinson
Commission CC862610
Expires August 12, 2003



Barbara J Robinson
My Commission CC862610
Expires August 12, 2003

FILED
00 MAY 22 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA