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FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 938-5333

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July 10, 2000

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Incorporation of
Things Change, Inc.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$70.00 along with the Articles of Incorporation for incorporating of the above referenced corporation.

I also enclose a self addressed stamped envelope for return of the Letter of Incorporation and true copies of the articles.

Sincerely,

Tod Andrew Weston

enc.

TW/lr

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00 JUL 12 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

62-14-20
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ARTICLES OF INCORPORATION
OF
THINGS CHANGE, INC.

FILED
00 JUL 12 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Things Change, Inc..

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1840 Middle River Drive, Fort Lauderdale, Florida 33305.
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ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to conduct any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

Tod Andrew Weston, Esq.
2501 E. Commercial, Ste. 212
Fort Lauderdale, FL 33308
(954) 938-5333
FL Bar No. 0861162

V.A.W.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who are to serve initially are:

Vicki L. White, 1840 Middle River Drive, Fort Lauderdale, Florida 33305.

ARTICLE VII

The name and address of the incorporator is:

Vicki L. White, 1840 Middle River Drive, Fort Lauderdale, Florida 33305.

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Vicki L. White, 1840 Middle River Drive, Fort Lauderdale, Florida 33305.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of Aug 2000.

Signature of Incorporator

Vicki L. White
Vicki L. White

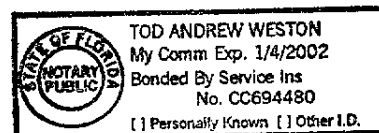
State of Florida
County of Broward

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of Aug 2000.

NOTARY

My Commission Expires:

Tod Andrew Weston, Esq.
2501 E. Commercial, Ste. 212
Fort Lauderdale, FL 33308
(954) 938-5333
FL Bar No. 0861162



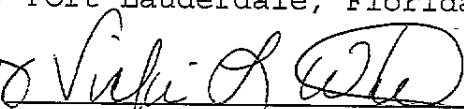
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of corporation is: Things Change, Inc.
2. The name and address of the registered agent and office is:

Vicki L. White, 1840 Middle River Drive, Fort Lauderdale, Florida 33305.

Signature


(corporate officer)

Title: President

Date: 7/6/00

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.

SIGNATURE



DATE:

7/6/00

REGISTERED AGENT FILING FEE: \$35.00

FILED
00 JUL 12 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tod Andrew Weston, Esq.
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