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August 02, 2000

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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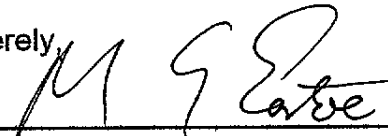
Re: FRESH START (AMERICA) INC

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Fresh Start (America) Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Michael Eastoe
1900 Main Street, Suite 200, Sarasota, FL
34236

FILED
00 AUG -8 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL 32304

8-11-00
WC

ARTICLES OF INCORPORATION

OF

FRESH START (AMERICA) INC

ARTICLE I

The name of the Corporation is Fresh Start (America) Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 618 Tropical Breeze Way, Tampa, FL 33602.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

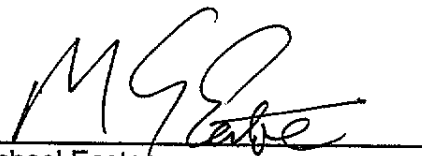
The address of the initial registered office of the Corporation is 1900 Main Street, Suite 200, Sarasota, Florida 34236, and the name of the Corporation's initial registered agent for service of process at such address is Michael Eastoe.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Michael Eastoe, 1900 Main Street, Suite 200, Sarasota, FL 34236.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of

August, 2000.



Michael Eastoe

1900 Main Street, Suite 200, Sarasota, FL 34236

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

1. The name of the corporation is: Fresh Start (America) Inc.
2. The name of the registered agent and office is:

Michael Eastoe
1900 Main Street, Suite 200, Sarasota, Florida 34236

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 LTR August 2000

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00 AUG -8 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL