

PD1000070532

LIFEWIRE VENTURES, INC.
90 Fairlie Street, Suite 401
Atlanta GA 30303
(404) 822-8223

July 9, 2001

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/17/01--01004--002
*****78.75 *****78.75

Dear Sir or Madam,

Enclosed please find Articles of Incorporation, and the Certificate of Designation of Registered Agent/Office, for filing, along with a check in the amount of \$78.75.

Respectfully,


Allen F. Legel

FILED
2001 JUL 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/18/01

ARTICLES OF INCORPORATION

OF

LIFEWIRE VENTURES, INC.

FILED

2001 JUL 16 AM 9:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I Name

The Name of the corporation shall be :

LifeWire Ventures, Inc.

ARTICLE II Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state county territory or nation.

ARTICLE III Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Twenty Million shares of common stock having a par value of \$.001 cent per share.

ARTICLE IV Address

The street address of the principal office of the corporation shall be 90 Fairlie Street NW, Suite 401, Atlanta, GA 30303 The street address of the initial registered office of the corporation shall be 5100 N. Federal Highway, Suite 409, Fort Lauderdale, FL 33308, and the name of the initial Registered Agent for the corporation at that address is:

Larry Legel, CPA

ARTICLE V Special Provisions

The Stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary, shall be deemed to have been taken by the appropriate officer to accomplish this compliance.

ARTICLE VI Term of Existence

This corporation shall exist in perpetuity.

ARTICLE VII Limitation of Liability

Each director, stockholder, and officer, in consideration of his or her service, shall in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expense incurred by him or her in connection with the defense of, or for the advise concerning any claim asserted or proceedings brought against him or her for any reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder, or officer may be entitled as a matter of law.

ARTICLE VIII Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are director or officers of any other corporation, and any director or officer, individually, or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he or she may be in any way interested. Any director of

the corporation may vote upon any transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX Directors

The corporation shall have a minimum of one directors.
The initial Board of Directors shall consist of:

ALLEN F. LEGEL

ARTICLE X Incorporator

The name and address of the incorporator is:

Allen F. Legel, Trustee
90 Fairlie Street, Apt 401
Atlanta, GA 30303

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 8th day of July 2001


Allen F. Legel, Trustee
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent, in the State of Florida.

1. The name of the corporation is: LifeWire Ventures, Inc.
2. The name and address of the registered agent is:

Larry Legel, CPA
5100 N. Federal Highway, Suite 409
Ft. Lauderdale, FL 33308

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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 the 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.


Larry Legel

7-13-1
Date