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October 19, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

FILED  
01 OCT 22 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: e-Life Group Inc. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

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Enclosures

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-10/22/01--01033--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

lrm@montello-kenney.com

T. Buren, OCT 24 2001

**ARTICLES OF INCORPORATION  
OF  
E-LIFE GROUP INC.**

**ARTICLE I**

**Name**

The name of the corporation is e-Life Group Inc. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, FL 33131

**ARTICLE III**

**Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	-\$0.01	common

**ARTICLE IV**

**Initial Registered Office**

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

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## **ARTICLE V**

### **Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the corporation's bylaws.

## **ARTICLE VI**

### **Incorporator**

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

## **ARTICLE VII**

### **Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19<sup>th</sup> day of October 2001.

A handwritten signature in black ink, appearing to read 'Louis R. Montello', is written over a horizontal line.

Louis R. Montello,  
Incorporator

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of e-Life Group Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



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Louis R. Montello,  
Registered Agent

October 19, 2001