

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : GARY A. FRACASSI, CPA
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FLORIDA PROFIT CORPORATION OR P.A.

Total Living Concepts, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is
Total Living Concepts, Inc.

ARTICLE TWO

DURATION

The corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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ARTICLE FOUR

CAPITAL STOCK

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

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX

RESTRICTION OF TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of three fourths (3/4) of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is:

8815 Conroy Windermere Rd. #106
Orlando, FL 32835

and the name of the initial registered agent at such address is:

Lewis A. Stamper

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTIONS

The initial subscribers to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

Lewis A. Stamper	510 Shares
1506 Winter Green Blvd.	
Winter Park, FL 32792	

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE TEN
INCORPORATORS

The names and addresses of the incorporators are:

Lewis A. Stamper
1506 Winter Green Blvd.
Winter Park, FL 32792

ARTICLE ELEVEN
AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation, or any amendment hereto, but only by the vote of at least three fourths (3/4) of the outstanding shares of this corporation.

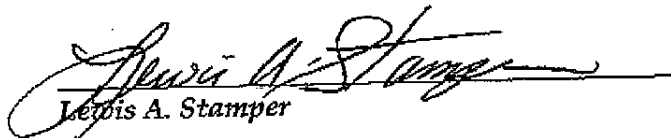
ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is:

8815 Conroy Windermere Rd. #106
Orlando, FL 32835

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In witness whereof, the undersigned incorporators have executed these articles this the 1 day of APRIL, 2002.

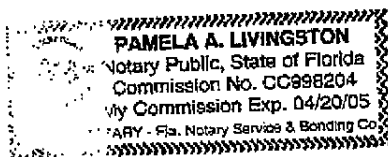

Lewis A. Stamper

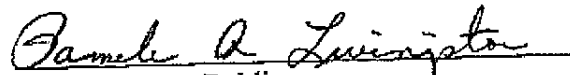
State of Florida

County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Lewis A. Stamper, to me known to be the person(s) described herein or having produced identification and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 1 day of April, 2002.




Notary Public
My commission expires: 4/20/05

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state; naming agent upon whom process may be served and names and addresses of the officers and directors.

In compliance with chapter 48.091 for the Florida Statutes, the following is submitted:

Total Living Concepts, Inc.

a corporation organizing under the laws of the State of Florida with its principal office at:

**8815 Conroy Windermere Rd. #106
Orlando, FL 32835**

has named the following as its agent to accept service process within the state:

**Lewis A. Stamper
8815 Conroy Windermere Rd. #106
Orlando, FL 32835**

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named 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.



Lewis A. Stamper

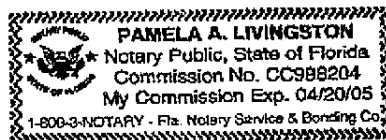
State of Florida

County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Lewis A. Stamper**, to me known to be the person described herein or having produced identification and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the
_____ day of April, 2002.


Notary Public
My commission expires: 4/20/05



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