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TRANSMITTAL LETTER

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02 APR -9 PM 2:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: GOSHEN INCORPORATED

700005224177--8
-04/09/02--01088--002
*****78.75 *****78.75

Enclosed are an original of the articles of incorporation and a money
order for: \$78.75 for:
Filing Fee & Certificate of Status

FROM: Regina Brown
ADDRESS: 2813 Grassmere Lane
Orlando, FL 32808-3303

(407) 822-9949

Please send responses or receipts concerning this filing to the above
address. Thank you very much.

Date: 4-4-2002

Signature of Incorporator: 

D. WHITE APR 16 2002

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ARTICLES OF INCORPORATION
Of

Goshen Incorporated

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 607 and/or Chapter 621 F.S. (Profit)

Article I. The name of the Corporation is: Goshen Incorporated

Article II. The principal place of business and mailing address of this corporation is:
1219 Sidcup Road; Maitland, FL 32751

Article III. The purpose for which the corporation is organized is:

I. To invest in stocks, bonds mutual funds, real estate, businesses, cars, boats or anything else that has value, produces income or appreciates and has a ready market.

II. To manufacture, produce, purchase or otherwise acquire, sell import, export, distribute, and deal in goods, wares, merchandise and materials of any kind and description.

III. To teach, educate, provide consultation, motivational seminars, team building lectures and activities to businesses, schools, organizations, and individuals on topics including but not limited to communication, teamwork, gift recognition and development, character development and goal setting.

IV. To create, write, invent, acquire and distribute books, music, poems, songs, lyrics, essays, short stories, patents or similar products.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Article IV: The number of shares of stock: 100 shares of no par value, Common Stock.

Article V: Initial Officers:

Jeffrey Joseph Philips - President
1219 Sidcup Road; Maitland, FL 32751

Erica Cezanne Philips - Vice President
1219 Sidcup Road; Maitland, FL 32751

Article VI: Registered Agent:

Jeffrey Joseph Philips
1219 Sidcup Road, Maitland, FL 32751

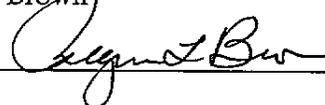
Article VII: Incorporator:

Regina Brown
2813 Grassmere Lane
Orlando, FL 32808-3303

The undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 4-3-2002

Name of Incorporator: Regina Brown

Signature of Incorporator: 

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.0501 of the Florida Statutes, Goshen Incorporated, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered, in the State of Florida.

The name and address of the corporation's registered agent and registered office is:

Name: Jeffrey Joseph Philips

Address: 1219 Sidcup Road
Maitland, FL 32751

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of registered agent: Jeffrey J. Philip

Date of signature: 4-3-2002