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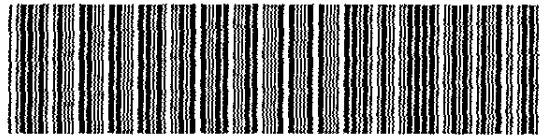
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**LAW OFFICES OF  
STEVEN L. BARCUS**

ADMITTED TO BAR  
FLORIDA • INDIANA • NEW YORK

222 NEWBURYPORT AVENUE  
ALTAMONTE SPRINGS, FL 32701  
TEL 407-332-1289  
FAX 407-332-0551

April 16, 2003

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: SIEGRIST, INC.

Greetings:

Enclosed are an original and copy of the Articles of Incorporation and Registered Agent Designation. Please file the original, indicate the filing date on the copies and return the copies to me.

Also enclosed is my Trust Account check number 4309 in the amount of \$122.50 to cover the fees and charges.

If the corporation name requested is not available, please notify me immediately. If anything further is needed, please advise.

Thank you for your cooperation.

Very truly yours,



Steven L. Barcus

SV  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**SIEGRIST, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be SIEGRIST, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the following purposes: TO MANAGE, ACQUIRE, INVESTIGATE, PURCHASE AND SELL REAL ESTATE; CONDUCT A LANDSCAPE MAINTENANCE BUSINESS; CONDUCT A HYPNO-THERAPUTIC BUSINESS UNDER THE NAME HYPNOSIS HEALS, INC. AND TO PERFORM ALL ACTIVITIES CONSISTENT WITH THESE PURPOSES engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 5,000 shares COMMON STOCK par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares

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are offered to others

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be THREE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

RAYMOND F. SIEGRIST, JR.  
855 Markham Woods Road  
Longwood, Florida 32779

NANCY DAVIS SIEGRIST  
855 Markham Woods Road  
Longwood, Florida 32779

## **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

## **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

RAYMOND F. SIEGRIST, JR.  
855 Markham Woods Road  
Longwood, Florida 32779

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

RAYMOND F. SIEGRIST, JR.

## **ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

RAYMOND F. SIEGRIST, JR.  
855 Markham Woods Road  
Longwood, Florida 32779

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

RAYMOND F. SIEGRIST, JR. - Incorporator

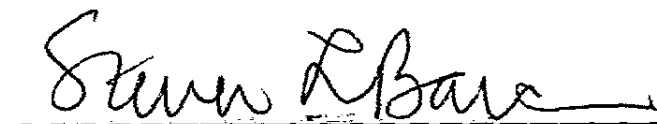
I hereby accept my designation as resident agent and agree to serve as the resident agent of SIEGRIST, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SIEGRIST, INC.

  
RAYMOND F. SIEGRIST, JR. - Registered Agent

State Of FLORIDA

County Of SEMINOLE

On APRIL 14, 2003, 2003, RAYMOND F. SIEGRIST, JR., designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of SIEGRIST, INC.



Steven L. Barcus  
Notary Public – State of Florida

Commission Expiration Date:

(Seal)



Steven L. Barcus  
My Commission DD090642  
Expires April 14, 2006

**SIEGRIST, INC.**

**REGISTERED AGENT DESIGNATION CERTIFICATE**

The undersigned, as an officer of SIEGRIST, INC., authorized to sign this designation on behalf of SIEGRIST, INC., hereby states:

I.

The address of this corporation's registered office shall be:

855 Markham Woods Road  
Longwood, Florida 32779

II.

The name of the individual who shall serve as this corporation's registered agent at that address is:

RAYMOND F. SIEGRIST, JR.

Corporate Officer

**ACCEPTANCE**

I hereby accept the designation as the registered agent for SIEGRIST, INC.

  
RAYMOND F. SIEGRIST, JR.

Registered agent

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