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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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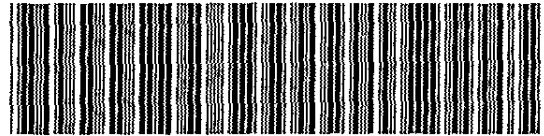
(Business Entity Name)

(Document Number)

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04/26/04--01017--006 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 APR 26 P 3:03

FILED

4/28/04

STANLEY E. JOHNSON, JR.
ATTORNEY AT LAW
9999 N E 2ND AVENUE, SUITE 218
MIAMI SHORES, FLORIDA 33138
(305) 762-5901

April 22, 2004

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

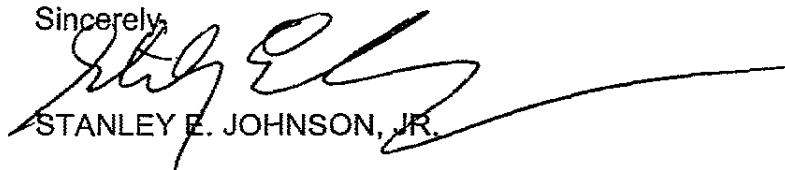
RE: ARTICLES OF INCORPORATION
THE INSTITUTE FOR BEHAVIOR CHANGE, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation for The Institute For Behavior Change, Inc. Also enclosed is check number 4293, in the amount of \$78.75 payable to the FL DEPT OF STATE DIVISION OF CORPORATIONS to cover the cost of the filing and a certified copy.

If you have any questions, please call.

Sincerely,



STANLEY E. JOHNSON, JR.

Enclosures

cc: Mrs. Rose Hall
(with enclosure)

**ARTICLES OF INCORPORATION
OF
THE INSTITUTE FOR BEHAVIOR CHANGE, INC.**

FILED
2004 APR 26 P 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is THE INSTITUTE FOR BEHAVIOR CHANGE, INC.
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to improve the quality of life for the individuals and families we serve, to provide coaching, education and support to individuals and families in need of developing worthwhile relationships with their loved ones and to engage in any legal activities authorized under the laws of the United States and the state of Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Rose Hall
9900 W. Sample Road
Suite 300
Coral Springs, FL 33065

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Rose Hall
9900 W. Sample Road
Suite 300
Coral Springs, FL 33065

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
9999 N E 2ND Avenue
Suite 218
Miami Shores, Florida 33138
Tel. (305) 762-5901
Florida Bar No. 472395

7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Rose Hall
9900 W. Sample Road
Suite 300
Coral Springs, FL 33065

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Rose Hall
3760 N W 79 Avenue
Coral Springs, FL 33065

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (2002), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 21 day of April 2004.

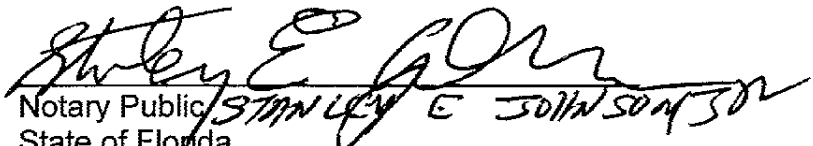

Rose Hall, Incorporator

Rose Hall, Registered Agent

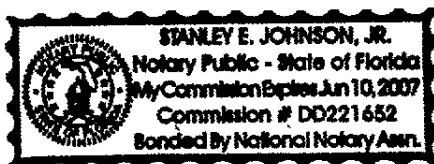
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared Rose Hall to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification or ☒ is personally known by me and he acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of April, 2004.


Notary Public, STANLEY E JOHNSON, JR.
State of Florida

My Commission Expires:

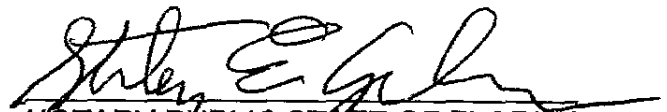


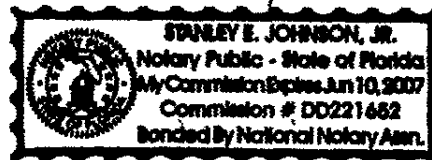
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared Rose Hall, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification or ☒ is personally known by me and she acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of April, 2004.

My Commission Expires:


NOTARY PUBLIC STATE OF FLORIDA
STANLEY E. JOHNSON, JR.



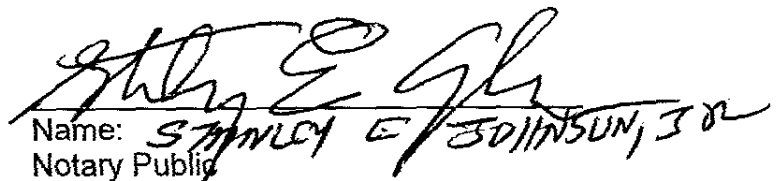
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned being the duly elected and acting Director/President for THE INSTITUTE FOR BEHAVIOR CHANGE, INC. does on behalf of THE INSTITUTE FOR BEHAVIOR CHANGE, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for THE INSTITUTE FOR BEHAVIOR CHANGE, INC.

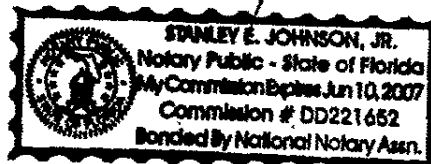
By: 
NAME: ROSE HALL
TITLE: Director/President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21 day of April,
2004 by Rose Hall who has produced _____ as
identification for THE INSTITUTE FOR BEHAVIOR CHANGE, INC. or ✓ is
personally known by me.



Name: STANLEY E. JOHNSON, JR.
Notary Public

My Commission expires:



STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The undersigned being the duly elected and acting Register Agent for THE
INSTITUTE FOR BEHAVIOR CHANGE, INC. does on behalf of THE INSTITUTE FOR
BEHAVIOR CHANGE, INC. certify that she is familiar with and accepts the duties and
responsibilities as Register Agent for THE INSTITUTE FOR BEHAVIOR CHANGE,
INC.

By: 
Name: Rose Hall
Title: Register Agent.

