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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4-3-06  
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**COVER LETTER**

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

SUBJECT: A Will to Live, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: A Will to Live, Inc.  
Name (Printed or typed)

1301 Riverplace Blvd., Suite 2600  
Address

Jacksonville FL 32207  
City, State & Zip

904.355.1999  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

CERTIFICATE OF INCORPORATION  
OF  
A WILL TO LIVE, INC.  
A FOR-PROFIT CORPORATION

I. NAME AND CORPORATE STATUS:

The name of the corporation is A WILL TO LIVE, INC., a for-profit Corporation formed under the Florida General Corporation Act.

II. NAME AND ADDRESS OF REGISTERED AGENT AND CORPORATE OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Registered Agent:

Richard R. Kuritz  
1301 Riverplace Blvd., Suite 2600  
Jacksonville, Florida 32207

Corporate Office:

A WILL TO LIVE, INC.  
1301 Riverplace Blvd., Suite 2600  
Jacksonville, Florida 32207

III. PURPOSE

The purpose of the Corporation is to be a for-profit Corporation for legal purposes, specifically Living Wills.

IV. STOCK

This Corporation shall have authority to issue 500 shares of capital stock.

V. NAMES AND MAILING ADDRESSES OF INITIAL OFFICERS AND/OR DIRECTORS

The name and address of each incorporator is as follows:

1. Richard R. Kuritz, Chairman and CEO  
1301 Riverplace Boulevard, Suite 2600  
Jacksonville, FL 32207
2. John J. Kuritz  
4649 LaQuinta Court  
Pace, Florida 32571

VI. REGISTERED AGENT

1. Richard R. Kuritz, Chairman and CEO  
1301 Riverplace Boulevard, Suite 2600  
Jacksonville, FL 32207

VII. INCORPORATOR

Richard R. Kuritz  
1301 Riverplace Boulevard, Suite 2600  
Jacksonville, FL 32207

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TALLAHASSEE, FLORIDA  
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VIII. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The Incorporator named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.


IX. INDEMNIFICATION

To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the Incorporators for all acts in Incorporating this Corporation as discussed in the previous paragraph.

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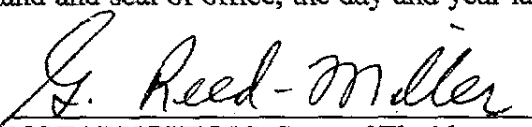
THE UNDERSIGNED, being the above named Chairman and CEO and Incorporator, for the purpose of forming a for-profit Corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 27<sup>th</sup> day of March, 2006.

  
Richard R. Kuritz, Chairman and CEO

STATE OF FLORIDA    )  
                                  )  
COUNTY OF DUVAL    )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 27<sup>th</sup> day of March, 2006, personally appeared the above Incorporator(s), to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein expressed. Given under my hand and seal of office, the day and year last above written.



  
NOTARY PUBLIC, State of Florida

SEAL:  
My Commission Expires:

A WILL TO LIVE, INC.  
A FOR-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE

On this 27<sup>th</sup> day of Marcy, 2006, I, RICHARD R. KURITZ, 1301 Riverplace Boulevard, Suite 2600, Jacksonville, Florida 32207, do hereby accept being the registered agency for the A WILL TO LIVE, INC. at the above named address.

  
RICHARD R. KURITZ

STATE OF FLORIDA )  
                                  )  
COUNTY OF DUVAL )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 27<sup>th</sup> day of March, 2006, personally appeared the above Incorporator(s), to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office, the day and year last above written.

  
NOTARY PUBLIC, State of Florida

SEAL:  
My Commission Expires:



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