

Samuel R. Hillman, P.A.

Attorney and Counsellor at Law

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Clearwater, Florida 34620

(813) 571-2211
Fax (813) 571-1481

TP500019091

Secretary of State
Division of Corporations
Post Office Box 127
Tallahassee, Florida 32314

Re: LIFE CHANGES, INCORPORATED

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation of LIFE CHANGES, INCORPORATED. Also enclosed is a check in the amount of \$122.50 representing the following:

Filing Fee:	\$ 35.00
Registered Agent Fee:	35.00
Certified Copy	52.50

Thanking you for your attention to this matter, I am

Very truly yours,

Samuel P. Hillman

SRH/lsc
encl.

FILED
95 MAR -6 AM 9:10
TALLAHASSEE, FLORIDA

J. BROWN MAR - 9 1995

ARTICLES OF INCORPORATION
OF
LIFE CHANGES, INCORPORATED

FILED
95 MAR -6 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be LIFE CHANGES, INCORPORATED.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of marketing and sales and rendering the same professional services to the public in marketing and sales as any like corporation, duly licensed under the laws of the State of Florida, is authorized to render.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations,

firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. ADDRESS

The street address of the principal office of the corporation shall be 213 Sheffield Circle, East, Palm Harbor, Florida 34683.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE VII. "S" CORPORATION

The subscribed is desirous of establishing this corporation as an "S" Corporation.

ARTICLE VIII. INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent is:

SAMUEL R. HILLMAN, ESQUIRE	13560 49th Street, North Suite 4-A Clearwater, Florida 34620
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ARTICLE IX. DIRECTORS

This corporation shall have one director initially. The name and street address of the initial member of the Board of Directors are:

JOY A. HILLMAN Director	213 Sheffield Circle, East Palm Harbor, Florida 34683
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ARTICLE X. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

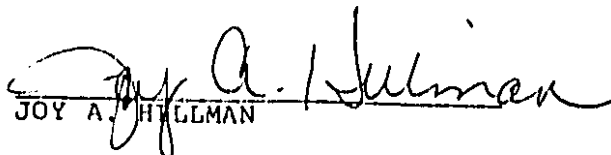
JOY A. HILLMAN President/ Treasurer	213 Sheffield Circle, East Palm Harbor, Florida 34683
SAMUEL R. HILLMAN Vice President/Secretary	213 Sheffield Circle, East

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

JOY A. HILLMAN	213 Sheffield Circle, East Palm Harbor, Florida 34683
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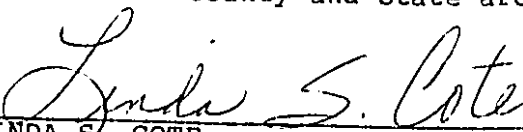
IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 31st day of January, 1995.


JOY A. HILLMAN

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally
appeared JOY A. HILLMAN, who is well known to me and who, being
duly sworn, deposes and says that the matters contained in the
foregoing are true and correct.

SWORN TO AND SUBSCRIBED before me on this 31st day of January,
1995 in the County and State aforementioned.


LINDA S. COTE,
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



LINDA S. COTE
MY COMMISSION # CC271103 EXPIRES
March 31, 1997
BONDED THRU TROY FARM INSURANCE, INC.

DESIGNATION AND ACCEPTANCE

OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is:

LIFE CHANGES, INCORPORATED

2. The name of the registered agent is:

SAMUEL R. HILLMAN, ESQUIRE

3. The address of the registered agent is:

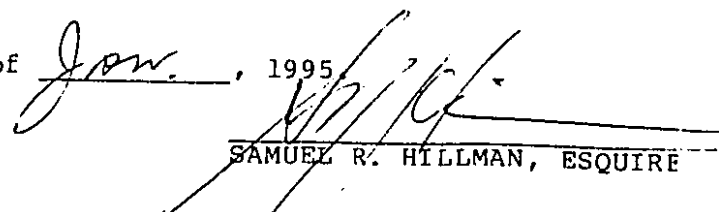
13560 49TH STREET, NORTH
SUITE 4-A
CLEARWATER, FLORIDA 34620

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

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

DATED this 31 day of Jan., 1995



SAMUEL R. HILLMAN, ESQUIRE