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DONALD I. GOLDSTEIN
200 North Federal Highway, Suite 240
Deer Park, Florida 32432
(407) 294-6161

March 30, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Discount Life, Inc.

FILED
55 APR -3 PM 2:10
TALLAHASSEE, FLORIDA

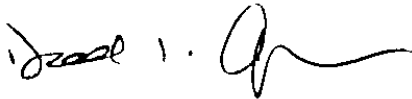
Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, Discount Life, Inc., along with my check in the amount of \$122.50.

Please place these documents in line for processing. Thank you very much.

Sincerely,

Donald I. Goldstein



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****122.50 ****122.50



ARTICLES OF INCORPORATION
OF
DISCOUNT LIFE, INC.

05/18/83
FILED
MAY 18 1983
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. **NAME.** The name of the Corporation is: **Discount Life, Inc.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, all of one class, at NO Par Value.
5. **PRINCIPAL OFFICE.** The address of the principal office of the corporation is as follows:

Discount Life, Inc.
900 North Federal Highway, Suite 340
Boca Raton, Florida 33432
6. **INITIAL REGISTERED AGENT.** The name and address of the initial registered agent of the corporation is as follows:

DONALD I. GOLDSTEIN
900 North Federal Highway, Suite 340
Boca Raton, Florida 33432
7. **INITIAL BOARD OF DIRECTORS.** The corporation shall have ONE (1) 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 (1) director.


The name and address of the initial director of the corporation is:

NAME	ADDRESS
DONALD I. GOLDSTEIN	900 North Federal Highway, Suite 340 Boca Raton, Florida 33432

8. **AMENDMENT OF ARTICLES.** The 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.
9. **INDEMNIFICATION.** To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. **INCORPORATOR.** The name and address of the incorporator is:

NAME	ADDRESS
DONALD I. GOLDSTEIN, as Trustee	900 North Federal Highway, Suite 340 Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of March, 1995.



INCORPORATOR, As Trustee

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DONALD I. GOLDSTEIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

30 IN WITNESS HEREOF, I have hereunto set my hand and seal this day of March, 1995.



NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

FILED
95 APR 3 11 10 AM '95
CLERK OF COURT
STATE OF FLORIDA
MIDDLE DISTRICT

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Discount Life, Inc., a Florida corporation qualified to do business under the laws of this State, has appointed DONALD I. GOLDSTEIN as its agent to accept service of process within this State at the following address:

DONALD I. GOLDSTEIN
900 North Federal Highway, Suite 340
Boca Raton, Florida 33432

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
DONALD I. GOLDSTEIN

March 30, 1995