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in C. Letter to Secretary of State

FILED

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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

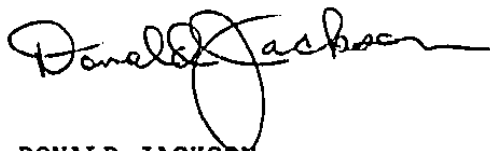
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Dear Division of Corporations:

- Enclosed please find Articles of Incorporation for SUCCESS MASTERS ELITE INTERNATIONAL, INC. along with a check in the amount of \$70.00
- for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,



DONALD JACKSON
INCORPORATOR

P. S. ALSO ENCLOSED IS A MONEY ORDER PREPAID AND ALREADY FILLED-OUT FOR OVERNIGHT DELIVERY BY FEDERAL EXPRESS. PLEASE RETURN PHOTOCOPY OF THE ARTICLES WITH THE FILING DATE STAMPED ON IT. AGAIN THANKS FOR YOUR TIME. FEDERAL EXPRESS# 1-800-463-3339.

1-29-96
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Articles of Incorporation

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1. The name of the corporation is:

SUCCESS MASTERS ELITE INTERNATIONAL, INC.

2. The principal place of business and mailing address of the corporation is:

PLACE OF BUSINESS: 3506 AMIGOS AVENUE, ORLANDO, FL 32808

MAILING ADDRESS: P. O. BOX 680206, ORLANDO, FL 32868

3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$ 0.001.

4. The registered agent of the corporation is DONALD JACKSON and the registered address is 3506 AMIGOS AVENUE, ORLANDO, Florida 32808.

5. The initial Board of Directors shall have 1 member(s) whose name(s) and address(es) is/are as follows: DONALD JACKSON, 3506 AMIGOS AVENUE, ORLANDO, FL 32808

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is DONALD JACKSON whose address is 3506 AMIGOS AVENUE, ORLANDO, FLORIDA 32808

Dated 01/12/96


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

Dated 01/12/96


Registered Agent