

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

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Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PG60000019249

RE:

Life Design, Inc.

96 MAR -1 PM 2:42

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Capital Express™
☒ Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
☒ (-) Cert. Copy(n) *Photo*
 Art. of Amend. File
 Dissolution/Withdrawal
 C U B.
 Fictitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

600001-729386

03/01/86-01022-021

*****70.00 *****70.00

SUBTOTALS

FEE.....\$
 DISBURSED.....\$
 SURCHARGE.....\$
 TAX on corporate supplies.....\$
 SUBTOTAL.....\$
 PREPAID.....\$
 BALANCE DUE.....\$

96 MAR -1 PM 10:58
 DIVISION OF CORPORATION

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN 3/1 12:00
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 1% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

Life Designs, Inc.

FILED

96 MAR -1 PM 2:42

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be:

Life Designs, Inc.

The address of the principal place of business of this corporation shall be:

**6278 North Federal Highway, Suite 616
Fort Lauderdale, Florida 33308**

and the mailing address of the corporation shall be:

**6278 N. Federal Highway, Suite 616
Fort Lauderdale, FL 33308.**

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation shall be to engage in career and life skills counseling and development and any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock at \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Bernard A. Jackvony, Esq.
Tillinghast Licht & Semonoff
SunTrust Center, Suite 910
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

ARTICLE VI

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Bernard A. Jackvony, and his street address is SunTrust Center, Suite 910, 515 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE VII

INDEMNIFICATION

Pursuant and subject to Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, this Corporation may indemnify any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Any other indemnification by the Corporation (excluding any indemnification made mandatory by applicable law), including indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9) of the Florida Business Corporation Act, no court ordered indemnification shall be permitted.

ARTICLE VIII

OFFICERS AND DIRECTORS

The name and street address of the initial officer and director who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Kenneth E. Fix

6641 N.E. 21st Lane
Fort Lauderdale, FL 33308

Secretary: Kenneth E. Fix

Treasurer: Kenneth E. Fix

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

AFFILIATED TRANSACTIONS


This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 20, 1996.


Bernard A. Jackvony, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on February 20, 1996
BERNARD A. JACKVONY, as Incorporator who is personally known to me.


Notary Public

SHARON M. DECKER
Printed Name of Notary

My Commission Expires:



SHARON M. DECKER
My Commission CC311148
Expires Aug. 26, 1997
Bonded by HAI
800-422-1555

TIDDLINGHAUS LIGHT & SEMONOFF

ATTORNEYS AT LAW FORT LAUDERDALE PROVIDENCE BOSTON

P960000019249

TL-S

September 9, 1996

Secretary of State, Division of Corporations
Attention: Amendments Section
P.O. Box 6327
Tallahassee FL 32314

Re: Life Designs, Inc.

400001945534
-09/12/96--01034--014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are Articles of Dissolution for the above-referenced corporation, along with our check in the amount of \$35.00 to cover the fee. I have provided an extra copy of the Articles of Dissolution to be date stamped and returned to the undersigned.

Should you have any questions or wish to discuss this further, please call.

Very truly yours,

SHM Decker

Sharon M. Decker
Office Manager

enclosures
F:\DOCS\BAJ\LETTERS

SH 9/98

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96 SEP 12 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
LIFE DESIGNS, INC.**

LIFE DESIGNS, INC., a corporation organized and existing under the laws of the state of Florida pursuant to Articles of Incorporation filed on the 1st day of March, 1996, does hereby adopt the following Articles of Dissolution:

ARTICLE I

The name of this corporation is LIFE DESIGNS, INC.

ARTICLE II

The Plan for Dissolution of this corporation was authorized on July 1, 1996.

ARTICLE III

The Plan for Dissolution was approved by the unanimous vote of the shareholders of the Corporation. No voting by voting groups is required.

ARTICLE IV

The effective date of the dissolution shall be the date set forth below.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 1st day of July, 1996.

LIFE DESIGNS, INC.

By: Kenneth E. Fix
Kenneth E. Fix
President and Sole Director

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me personally appeared --- KENNETH E. FIX --- who being by me first duly sworn, declared that he is the President of Life Designs, Inc., a Florida corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Sharon M Decker
Notary Public

My Commission Expires:



SHARON M DECKER
My Commission CC311148
Expires Aug. 26, 1997
Bonded by HAI
800-422-1555

FILED
SEP 12 PM 2:33
CLERK OF CIRCUIT COURT
JULIA ROSE, CLERK