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ATTORNEYS AT LAW

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SUITE 300

BRADENTON, FLORIDA 34209

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ROBERT L. SCOTT  
PATRICIA A. DEHOFF  
STEPHEN R. DYE  
D. ROBERT BOYD

OR WEA A DYE, JR., RETIRED

PLEASE REPLY TO  
PO DRAWER 6480  
BRADENTON, FLORIDA 34208

May 8, 1996

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

900001820269  
-05/14/96--01061--005  
\*\*\*\*122.50 \*\*\*\*122.50

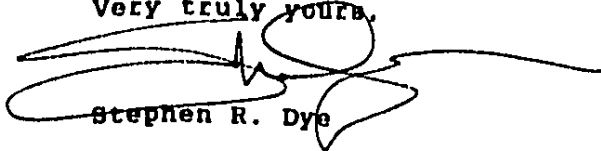
RE: Abundant Living, Inc., a Florida corporation

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 filing fee, \$52.50 certified copy, and \$35.00 for registered agent regarding the above.

Please return the certified copy to the undersigned at the above address. Thank for your cooperation.

Very truly yours,



Stephen R. Dye

SRD/dal

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 13 PM 4:04

FILED

HENDRICKS MAY 2 0 1996

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96 MAY 13 PM 11:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, Carl L. Shepard, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

ABUNDANT LIVING, INC., a Florida corporation.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

The authorized shares of this corporation shall consist of one (1) class of common stock only.

#### ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

#### ARTICLE VI

The street address of the initial registered office of the corporation, is 1111 - 3rd Avenue West, Suite 300, Bradenton, FL 34205. The street address, principal office and mailing address of the corporation is 2311 - 63rd Avenue East, Bradenton, FL 34203. The name of this corporation's initial registered agent at such address is Stephen R. Dye. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be three (3). The Board of Directors shall consist of not less than one nor more than five (5) members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of three (3) persons. The names and addresses of the members of the initial Board of Directors are as follows:

Carl L. Shepard	4907 - 28th Avenue East, Palmetto, FL 34221
Ronald E. Kmita	230 E. Washington Blvd., Quincy, FL 32351
Nelda R. Kmita	230 E. Washington Blvd., Quincy, FL 32351

ARTICLE VIII

The name and address of the incorporator is as follows:

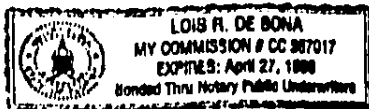
Carl L. Shepard                      4907 - 28th Avenue East, Palmetto, FL 34221

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 8 day of May, 1996.

  
\_\_\_\_\_  
Carl L. Shepard (SEAL)

STATE OF FLORIDA  
COUNTY OF MANATEE

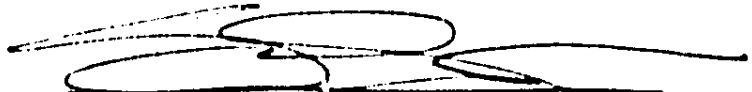
The foregoing instrument was acknowledged before me this 8<sup>th</sup>  
day of May, 1996, by Carl L. Shepard, who is personally known  
to me or who has produced personally known as identification and  
who did not take an oath.



Lois R. DeBona  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for ABUNDANT LIVING, INC., a Florida corporation.



Stephen R. Dye, Registered Agent

**FILED**  
96 MAY 13 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA