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LAW OFFICE
POTOPULOS & SPRIDGEON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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(910) 221-0002
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August 15, 1996

CERTIFIED MAIL P 809 747 888
RETURN RECEIPT REQUESTED

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

600001927736
-08/21/96--01006--004
***122.50 ***122.50

Re: Articles of Incorporation
OVER 50 & LOVING IT CORP.

Gentlemen:

Enclosed for filing please find one (1) original Articles of Incorporation of OVER 50 & LOVING IT CORP., as well as a copy of the same for your certification and return to us. A self-addressed, stamped envelope is enclosed for this purpose.

I have also enclosed our law firm check in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50), to be applied as follows:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent Designation	<u>\$ 35.00</u>
<u>TOTAL</u>	<u>\$122.50</u>

Thank you very much for your attention to this letter and its enclosures. If you have any questions, please do not hesitate to give me a call.

With best regards,


TIMOTHY M. SPRIDGEON, Esquire

TMS/mld
Enclosures

AL AUG 22 1996

FILED
96 AUG 20 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OVER 50 & LOVING IT CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Over 50 & Loving It Corp. The address of the principal office for the Corporation is 3153 Lake Pine Way, Bldg. 229-62, Tarpon Springs, Florida 34689.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 315 East Madison Street, Suite 1000, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Timothy M. Spridgeon, Esquire.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this Corporation is:

NAME

Chris Stavreft

ADDRESS

3153 Lake Pine Way
Bldg. 229-62
Tarpon Springs, Florida 34689

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME

Timothy M. Spridgeon, Esq.

ADDRESS

Fotopulos & Spridgeon
315 E. Madison Street
Suite 1000
Tampa, Florida 33602

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors by majority vote at any annual or special meeting.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

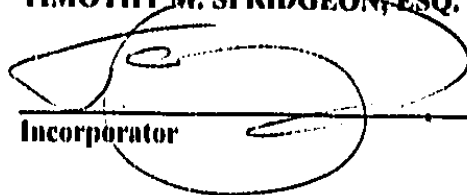
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the date of signing.

DATED:

8/15/96

TIMOTHY M. SPRIDGEON, ESQ.



Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TIMOTHY M. SPRIDGEON, ESQ.** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. **TIMOTHY M. SPRIDGEON, ESQ.** is personally known to me, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 15th day of August, 1996.



MICHELLE LEE DAVIS
My Commission CC480246
Expires May, 08, 1999
Bonded by HAI
800-422-1555



Notary Public

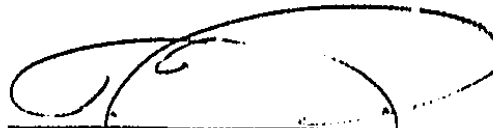
My Commission Expires: 05-09-1999

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

DATED:

8/12/96



TIMOTHY M. SPRIDGEON, ESQ.
Registered Agent

FILED
96 AUG 20 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA