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MARCIA B. CABALLERO  
Professional Association  
Attorney At Law

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 29, 1996  
Thursday

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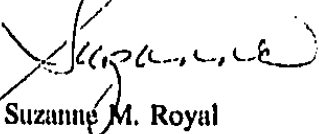
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: WORDS TO LIVE BY, INC.

Dear Sirs:

I am enclosing the Articles of Incorporation for the above-referenced corporation in duplicate. Please return the copy of the Articles to me as soon as the original is filed with your office. I am also enclosing check in the sum of \$70.00 to cover your filing fee and registered agent fee.

Sincerely,



Suzanne M. Royal  
Secretary for MARCIA B. CABALLERO, ESQ.

Enclosures

PA  
9/12/96

THIS DOCUMENT PREPARED BY:  
MARCIA B. CABALLERO, ESQ.  
FLORIDA BAR NUMBER: 0778354  
2450 Southwest 137th Avenue  
Suite 221  
Miami, Florida 33175  
(305) 553-8020

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF INCORPORATION

OF

### WORDS TO LIVE BY, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

#### ARTICLE ONE

The name of the corporation shall be **WORDS TO LIVE BY, INC.**

#### ARTICLE TWO

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

#### ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of Five (\$5.00) Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

#### ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars.

#### ARTICLE FIVE

This corporation shall have perpetual existence.

## ARTICLE SIX

The principal office of the corporation shall be located at 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### BOARD OF DIRECTORS

Name	Address
EMELIO LOPEZ	7512 Southwest 135th Place Miami, Florida 33183
OLGA LOPEZ	7512 Southwest 135th Place Miami, Florida 33183

### OFFICERS

Title	Name	Address
PRESIDENT	EMELIO LOPEZ	7512 Southwest 135th Place Miami, Florida 33183
VICE PRESIDENT	OLGA LOPEZ	7512 Southwest 135th Place Miami, Florida 33183
SECRETARY	OLGA LOPEZ	7512 Southwest 135th Place Miami, Florida 33183
TREASURER	EMELIO LOPEZ	7512 Southwest 135th Place Miami, Florida 33183

#### ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name	Address
OLGA LOPEZ	7512 Southwest 135th Place Miami, Florida 33183

#### ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE


Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office: 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

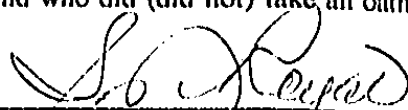
The corporation does hereby designate MARCIA B. CABALLERO, 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175 as its Registered Agent.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand and affixed her seal on this 25th day of August, 1996.

  
OLGA LOPEZ

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 28th day of August, 1996 by OLGA LOPEZ, who is personally known to me and who did (did not) take an oath.

  
Notary Public, State of Florida at Large  
My Commission expires:  
Commission Number:



SUZANNE M ROYAL  
My Commission CC419307  
Expires Nov. 07, 1998  
Bonded by HAI  
800-421-1555

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED  
MAY 17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

First -- That **WORDS TO LIVE BY, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **MARCIA B. CABALLERO**, located at 2450 Southwest 137th Avenue, Suite 221, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:** (Must be signed by Designated Agent)

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

  
\_\_\_\_\_  
**MARCIA B. CABALLERO**  
Registered Agent