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October 10, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 14 PM 3:51

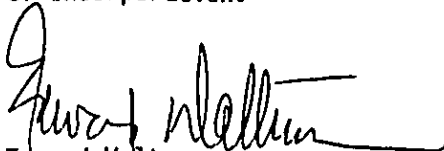
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Dear Sir:

Please find enclosed an original Certificate of Incorporation along with one copy to be certified for the following corporation:

FAMILY LIFEGUARD, INC.

together with my check in the sum of \$122.50 covering filing fee, charter taxes, resident agent fees and a certified copy of the Articles of Incorporation.


Edward Waltherman

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-10/15/96--01008--015
***122.50 ***122.50

Encls.

Handwritten initials/signature

96 OCT 14 PM 3:51

CERTIFICATE OF INCORPORATION

We, The Undersigned, in order to form a corporation for the purposes hereinafter stated, under the laws of the State of Florida, do hereby make, subscribe and acknowledge to the following certificate of incorporation.

I

The name of the Corporation shall be:

FAMILY LIFEGUARD, INC.

II

(a) The corporation shall exercise and enjoy all of the rights, powers and privileges incident to the corporation for profit organized and existing under the laws and constitution of the State of Florida.

III

The authorized capital stock of the corporation shall consist of 100 shares of ten cent par value. All stock when issued shall be fully paid and non-assessable. The entire capital stock or any portion may be paid for in cash, property or services for a consideration having a value in the judgement of the Board of Directors of the corporation at least equivalent to the full value of the stock so to be issued.

IV

The corporation shall have perpetual existence.

V

The principal office of the Corporation shall be:

8970 SW 87 Court Suite 23
Miami, Fl 33176

VI

1. The Board of Directors shall consist of not less than one person who shall hold office for the first year of the Corporations existence, or until his successor is elected and qualified.

The name and address of the first Board of Directors is:

Raymond Pearlson
8970 SW 87 Ct. Suite 23
Miami, FL. 33176

James Pearlson
8970 SW 87 Ct. Suite 23
Miami, FL 33176

VII

The name and address of the subscriber of this Certificate of Incorporation, the statement of the amount of shares he agrees to take is:

Edward Walterman, 9010 S.W. 137 Ave Miami, FL. 33186---
1 share.

The names and post office addresses of the officers who are to hold office for the first year of the Corporations existence, or until their successors are elected and qualified are:

Raymond Pearlson, President
8970 SW 87 Ct. Suite 23
Miami, FL 33176

James Pearlson, Secretary-Treasurer
8970 SW 87 Ct. Suite 23
Miami, FL 33176

That the undersigned, desiring to organize under the laws of the State of Florida, with its principal office and place of business as indicated herein at

8970 SW 87 Ct. Suite 23, Miami, FL 33176
has designated Edward Walterman, Esq. whose address is 9010 SW 137 Ave Suite 212 Miami, FL 33186 as its agent to accept service of process within this state.

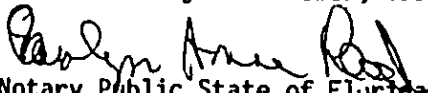
Witness the hand and seal of the Incorporator this 10th day of October, 1996.


Edward Walterman

State of Florida)
) SS:
County of Dade)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in this state and county, personally appeared Edward Waltermann to me well known to be the person who executed the foregoing Certificate of Incorporation, and who acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and seal this 10 day of October, 1996


Notary Public State of Florida

Carolyn Anne Reed
Comm Exp. 6-19-98

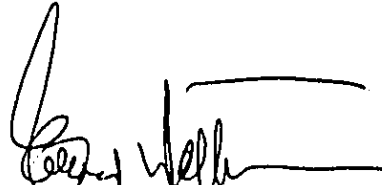
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ACCEPTANCE OF RESIDENT AGENT

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The undersigned hereby acknowledges being designated as
Resident Agent for
FAMILY LIFEGUARD, INC.
and accepts said appointment.

Dated: October 10, 1996



Edward Waltermann