796000089816 JOSIGPH G. HYWATER

P O DRAWER 2807 LAKELAND FLORIDA 33896-2807

PHONE: 941/686-8109

October 28, 1996

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

900001990759---1 -10/30/96--01032--003 *****70.00 *****70.00

Re: Godwin & Godwin, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$70.00 representing the following:

Filling Fee \$ 35.00 Filing of Registered Agent 35.00

Sincerely,

Joseph G Bywater

JGB/mc

Enclosures

c: Godwin & Godwin, Inc.

W. J. Kelley Management Services

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FILED

ARTICLES OF INCORPORATION

96 OCT 30 AN 9: 33

OF

TALLARASSEL FLORIDA

GODWIN & GODWIN, INC.

ARTICLE I - NAME

The name of this corporation is Godwin & Godwin, Inc. and the business address of this corporation is 1267 Timberidge Loop North, Lakeland, Florida, 33809.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: provide medical care and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Pius Nwajei Godwin, BS, MS, MPA 1267 Timberidge Loop North Lakeland, Florida 33809

Louella Martinze Godwin, BS, MT 1267 Timberidge Loop North Lakeland, Florida 33809

ARTICLE VII - INCORPORATOR

The name and address of the person signing those Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 28th day of October, 1996.

SEPI G. BYJYPOR

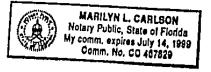
STATE OF FLORIDA COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 28th day of October, 1996.

NOTARY PUBLIC

Commission Expires Commission Number Notary Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT GODWIN & GODWIN, INC.

WITH ITS PLACE OF BUSINESS AT: LAKELAND, POLK COUNTY,

HAS NAMED: JOSEPH G. BYWATER

LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B

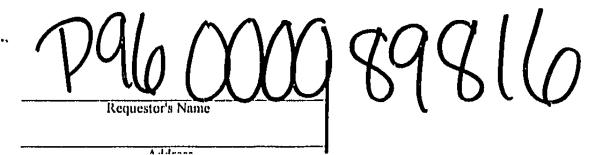
CITY OF LAKELAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: October 28, 1996

Registered Agent



Law Offices Of JOSEPH G. BYWATER

Post Offico Drawor 2807 Lakoland, Florida 33806-2807

(941) 686-5109

August 27, 1997

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

Re: Godwin & Godwin, Inc. P96000089816 Life Management International Inc.

Dear Sir:

Enclosed is my check in the sum of \$35.00. Please file the attached Articles of Amendment and return copy of same to me.

Sincerely,

Joseph & Bywater

JGB/mc

Enclosure(s)

c: Mr. Pius Nwajei Godwin

800002280808--5

| Fictitious Name | Foreign |
| Name Reservation | Limited Partnership |
| Reinstatement |
| Trademark |
| Other |

CR2E031(1/95)

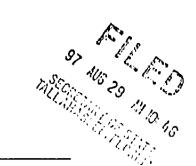
: Amend

Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION



OF
GODWIN, & GODWIN, INC.

(prosent name)

Pursuant to the provisions of section 607,1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I - Name

The name of this corporation is Life Management International, Inc. and the business address of this corporation is 1267 Timberidge Loop North, Lakeland, Florida, 33809.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 18, 1997.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by (voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder

action and shareholder action was not required.

Signed this 20 day of August , 1997
Signature Prush Godwin (By the Chairman or Mea Chairman of the Board of Directors, Printdont or other other other of adopted by the shareholders)
OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
Pius Nwajei Godwin
Typed or printed name
President
Title