



THE UNITED STATES
CORPORATION
COMPANY

P97000000453

ACCOUNT NO. : 072100000032

REFERENCE : 207813 5011226

AUTHORIZATION :

COST LIMIT : \$ ~~192.50~~ 122.50

ORDER DATE : January 2, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 207813-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Melissa L. Fox
GRAY HARRIS & ROBINSON

500002043745--0
-01/03/97--01002--013
****122.50 ****122.50

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: THE INSTITUTE FOR
DEBT-FREE LIVING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (1)
XX PLAIN STAMPED COPY (1)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 JAN -2 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -2 PM 12:15
DIVISION OF CORPORATIONS

1-3-97
KR

**ARTICLES OF INCORPORATION
OF
THE INSTITUTE FOR DEBT-FREE LIVING, INC.**

FILED
97 JAN -2 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE INSTITUTE FOR DEBT-FREE LIVING, INC. The mailing address of the corporation shall be 930 Woodcock Road, Suite 121, Orlando, Florida 32803.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

930 Woodcock Road, Suite 105
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

James R. Underwood

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
James R. Underwood	930 Woodcock Road, Suite 105 Orlando, Florida 32803

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
James R. Underwood	930 Woodcock Road, Suite 105 Orlando, Florida 32803

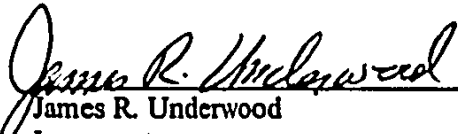
ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 incorporator has executed these Articles of
Incorporation this 19th day of December, 1996.


James R. Underwood
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE INSTITUTE FOR DEBT-FREE LIVING, INC., I hereby accept and agree to act in this capacity.


James R. Underwood

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