

LAW OFFICES OF
ENTIN & CANARICK

RICHARD C. ENTIN
BERNARD D. CANARICK

(954) 746-0000
(954) 475-3155

P97000001622

December 26, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

900002044219--1
-01/03/97--01041--010
*****70.00 *****70.00

Re: NEW LIFE PROCESS

Gentlemen:

Enclosed herewith, please find my check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,

ENTIN & CANARICK

By


Richard C. Entin

RCE:ek
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -2 AM 10:52

Handwritten signature/initials

EFFECTIVE DATE

12/31/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -2 AM 10:52

ARTICLES OF INCORPORATION
OF
NEW LIFE PROCESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NEW LIFE PROCESS, INC.

The address of the principal office of this corporation shall be: 817 South University Drive, Suite 101, Plantation, Florida 33324 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$-0- par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 8411 West Oakland Park Boulevard, Sunrise, Florida, and the name of the initial registered agent of the corporation at that address is: Richard C. Entin, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually commencing upon the signing of these Articles.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director initially. The name and street address of the initial member of the Board of Directors is:

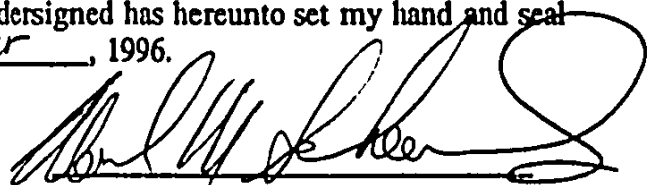
MARK SCHEINBERG
817 South University Drive, Suite 101
Plantation, Florida 33324

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

MARK SCHEINBERG
817 South University Drive, Suite 101
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal
this 31 day of DECEMBER, 1996.



MARK SCHEINBERG,
Incorporator

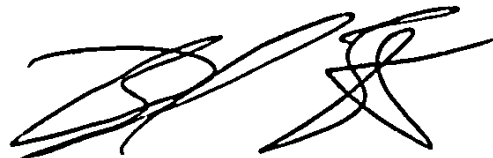
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A
FLORIDA CORPORATION**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is NEW LIFE PROCESS, INC.
2. The name of the registered agent is RICHARD C. ENTIN, ESQ.
3. The address of the registered agent/registered office is 8411 W. Oakland Park Boulevard, Suite 202, Sunrise, Florida 33351.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



RICHARD C. ENTIN
REGISTERED AGENT

Date: 12/31, 1996

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