

January 29, 1997

P97000025284

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

600002121016--0
-03/21/97--01115--011
***122.50 ***122.50

RE: Save A Life, Inc.

Gentlemen:

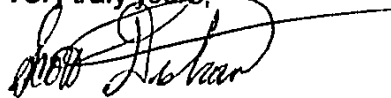
Enclosed are an original and two (2) copies of the Articles of Incorporation for the above captioned proposed Florida corporation and a check in the amount of \$122.50, representing payment of the following:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

Please file the enclosed Articles of Incorporation and return a certified copy to:

Scott Disbrow
11797 S.W. 135 Place
Miami, Florida 33186
(305) 385-7502

Very truly yours,



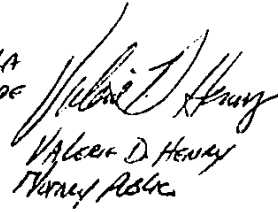
Scott Disbrow

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DIVISION OF CORPORATIONS
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W-4408

Enclosures/Check

STATE OF FLA
COUNTY OF Dade
FEB 6, 1997



Valerie D. Henry
Notary Public

OFFICIAL NOTARY SEAL
VALERIE D HENRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC369763
MY COMMISSION EXPI. MAY 3, 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

SCOTT DISBROW
11797 SW 135 PLACE
MIAMI, FL 33186

SUBJECT: SAVE A LIFE, INC.
Ref. Number: W97000004408

We have received your document for SAVE A LIFE, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6922.

Bobbie Cox
Senior Corporate Section Administrator

Letter Number: 497A00009668

**ARTICLES OF INCORPORATION
OF
A BREATH FOR LIFE, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

Article I. CORPORATE NAME.

The name of this Corporation is: A BREATH FOR LIFE, INC.

The principal place of business of this corporation is: 11797 S.W. 135 Place,
Miami, Florida 33186

Article II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, county, territory or nation.

Article III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

Article IV. TERM OF EXISTENCE.

The Corporation shall have perpetual existence, commencing upon the filing of these articles.

Article V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Scott Disbrow
11797 S.W. 135th Place
Miami, Florida 33186

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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SECRETARY OF CORPORATIONS
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Article VI. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

Article VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Scott Disbrow
11797 S.W. 135 Place
Miami, Florida 33186

Michael Disbrow
11797 S.W. 135 Place
Miami, Florida 33186

David Rairden
14880 S.W. 157 Street
Miami, Florida 33187

Article VIII. INITIAL OFFICERS.

The names of the initial officers of this Corporation are:

President: Scott Disbrow
Vice President: David Rairden
Secretary: Michael Disbrow
Treasurer: Michael Disbrow

The persons named as initial officers shall hold office until their successors are elected or appointed and have qualified.


Article IX. INCORPORATOR.


The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:


Scott Disbrow
11797 S W 135 Place
Miami, Florida 33186

Michael Disbrow
11797 S W 135 Place
Miami, Florida 33186

Article X. AMENDMENT.



 Scott Disbrow
 Incorporator


 Michael Disbrow
 Incorporator


 David Rairden
 Incorporator

THE FOREGOING instrument was acknowledged and sworn to before me this 18 day of MARCH, 1997, by SCOTT DISBROW, MICHAEL DISBROW, and DAVID RAIDEN of A Breath For Life, Inc.

OFFICIAL NOTARY PUBLIC
VALERIE D HENRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0020763
MY COMMISSION EXPIRES MAY 3 1996

 VALERIE D. HENNEY
Notary Public, State of Florida at Large

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: A BREATH FOR LIFE, Inc.
2. The name and address of the Registered Agent and Office is:

Scott Disbrow
11797 S W 135 Place
Miami, Florida 33186
(305) 385-7502



(Corporate Officer)
Director/President

Date: 3/3/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.



Date: 3/3/97

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