

ALEXANDRA V. RIEMAN, P.A.

ATTORNEY AT LAW

P97000032764

FILED STATE
SECRETARY OF CORPORATIONS
97 APR 10 AM 8:26

April 7, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation - Gratitude, Inc.

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****122.50 ****122.50

Division of Corporations:

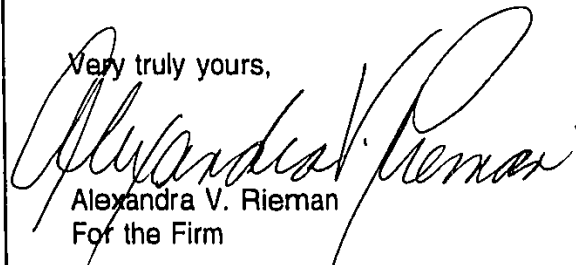
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation;
2. Check in the amount of \$122.50 for the filing fee; and
3. Return self addressed, stamped envelope.

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,


Alexandra V. Rieman
For the Firm

Encls.
AVR:jmb

ARTICLES OF INCORPORATION OF
GRATITUDE, INC.

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The undersigned incorporator to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I
NAME

The name of this corporation shall be GRATITUDE, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

ARTICLE III
GENERAL POWERS

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI
PRINCIPAL ADDRESS AND REGISTERED AGENT

The initial address of the principal office of this corporation shall be 3450 Blue Lake Drive, Pompano Beach, Florida 33064. The registered office and agent of this corporation shall be William M. Livingston, whose address is 3450 Blue Lake Drive, Pompano Beach, Florida 33064. The Board of Directors may, from time to time, move

the principal office, the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

ARTICLE VII **INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
William M. Livingston	3450 Blue Lake Drive Pompano Beach, Florida 33064

ARTICLE VIII **INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William M. Livingston	3450 Blue Lake Drive Pompano Beach, Florida 33064

ARTICLE IX **SPECIAL PROVISIONS**

Special provisions for the regulation of the corporation are:

Section a. The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

Section b. Every shareholder, upon the sale of any new issue of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Section c. Cumulative voting for directors shall be permitted.

Section d. The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 7th day of April, 1997 in Broward County, Florida.

Sara Solomon
Witness

William M. Livingston
William M. Livingston, Incorporator

Alexandra V. Rieman
Witness

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me personally appeared WILLIAM M. LIVINGSTON, to me known to be the person described in or who produced the following identification _____ and who executed the foregoing certificate of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein set forth.

7th WITNESS my hand and official seal in the county and state above written, this _____ day of April, 1997.

Alexandra V. Rieman
Notary Public

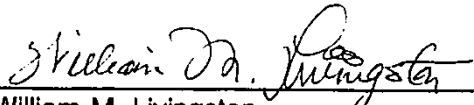
My commission expires:



ALEXANDRA V. RIEMAN
My Commission CO415510
Expires Oct 23, 1999

Acceptance by Resident Agent

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for GRATITUDE, INC.



William M. Livingston
3450 Blue Lake Drive
Pompano Beach, Florida 33064

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