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FILED

97 APR 14 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/30/97

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

500002142135--4
-04/14/97-01085-004
*****70.00 *****70.00

Dear Sirs:

Enclosed please find Articles of Incorporation for **TOTAL LIVING CONCEPTS INC.** along with a check in the amount of \$70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you.

Yours truly,

Judith K. Lott

JK
4/15/97

ARTICLES OF INCORPORATION

1. The name of the corporation is:

TOTAL LIVING CONCEPTS INC.

2. The principal place of business and mailing address of the corporation is:

5086 BARRINGTON CIRCLE, SARASOTA, FL 34234

3. The corporation shall have the authority to issue **10,000,000** shares of common stock, in one class only, each with a par value of **\$1.00**.

4. The registered agent of the corporation is **SCOTT PITTMAN** and the registered address is **5086 BARRINGTON CIRCLE, SARASOTA, FL 34234**

5. The initial Board of Directors shall have **3** member(s) whose name(s) and address(es) is/are as follows:

SCOTT PITTMAN	5086 BARRINGTON CIR, SARASOTA
JUDITH K. LETTS	5086 BARRINGTON CIR, SARASOTA
VALERIE WASCH	462 MILL RD., EAST AURORA, NY

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is **SCOTT PITTMAN** whose address is **5086 BARRINGTON CIR, SARASOTA, FL 34234**

Dated **APR. 1, 1997**


SCOTT PITTMAN

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 am familiar with and accept the obligations of my position as registered agent.

Dated **APR. 1, 1997**


SCOTT PITTMAN

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