

CONTACT:

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Carpediem VII, INC. (Corporation Name) (Document #) **FILED**
2 _____ (Corporation Name) (Document #)
3 _____ (Corporation Name) (Document #)
4 _____ (Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CARPEDIEM VII, INC.

FILED
97 APR 18 PM 4:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Act hereby adopt the following articles of incorporation:

ARTICLE ONE

Name

The name of the corporation is CARPEDIEM VII, INC.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The sole purpose of this corporation is to operate an Amway Distributorship.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$100.00.

ARTICLE SIX

Registered Office

The street address of the initial registered office of the corporation is; 62 VALENCIA STREET, ST. AUGUSTINE, FL 32084 the mailing address is 62 Valencia Street, St. Augustine, Fl. 32084 and the name of the initial registered agent at such address is DAVID F. PACETTI. The principal address and registered office address are the same.

ARTICLE SEVEN

Directors

The number of directors of this Corporation shall not be less than one (1), nor more than five (5), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The names and street addresses of the initial directors of this Corporation, who shall hold office for the first year or until successors or successors are elected and have qualified shall be:

Name	Address
DAVID F. PACETTI	62 VALENCIA STREET ST. AUGUSTINE, FLORIDA 32084
CHARLOTTE A. PACETTI	62 VALENCIA STREET ST. AUGUSTINE, FLORIDA 32084

ARTICLE EIGHT

Incorporator

The names and addresses of the Incorporator is
DAVID F, PACETTI, 62 VALENCIA STREET, ST. AUGUSTINE, FLORIDA
32084.

ARTICLE NINE

Commencement of Existence -----

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN

Amendment -----

This Certificate of Incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE ELEVEN

Pre-emptive Rights -----

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE THIRTEEN

Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge the forgoing Certificate of Incorporation, this 16 day of April, 1997.


DAVID F. PACETTI
Incorporator

STATE OF FLORIDA

COUNTY OF St John

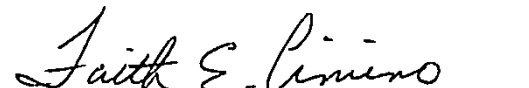
On this 16 day of April, 1997, before me the undersigned officer, personally appeared DAVID F. PACETTI known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



FAITH E CIMINO
My Commission CC480215
Expires Jul. 12, 1999
Bonded by ANB
800-852-5878

(Notarial Seal)


Notary Public, State of Florida
At Large
My Commission Expires

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, DAVID F. PACETTI, do accept
the designation of Resident Agent by CARPEDIEM VII, INC.
as indicated by signature below.



DAVID F. PACETTI

STATE OF FLORIDA

COUNTY OF

Before me, the undersigned authority, personally appeared
DAVID F. PACETTI, who, being first duly sworn, deposes and
says that he is one in the same person as that person who
executed the foregoing Acceptance of Designation of Resident
Agent and that he executed said Acceptance for the purpose
therein expressed this 16 day of April,
1997.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



(Notarial Seal)

FAITH E. CIMINO
My Commission CC480215
Expires Jul. 12, 1999
Bonded by ANB
800-852-5878



Faith E. Cimino

Notary Public, State of Florida
at Large
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 APR 18 PM 4:46

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