

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

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RE: DreamLife Corporation

DISBURSED

Art. Express

Art. Inc. File

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UCC Filing/Retrieval

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Fictitious Name File

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Annual Report/Reinstatement

Reg. Agent Service

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Corporate Kit

Vehicle Search

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UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

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Shipping/Handling

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FAX ( )

pgs.

SUBTOTALS

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SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

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DATE

TIME

BY

CK No.

WALK-IN

Will Pick Up

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 10% per Annum

THANK YOU

from

Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
DREAMLIFE CORPORATION**

**ARTICLE I. - NAME**

The name of the Corporation is **Dreamlife Corporation** (hereinafter called the "Corporation").

**ARTICLE II. - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, \$.01 par value per share.

**ARTICLE III. - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 214 Dunbar Road, Palm Beach, Florida 33480.

**ARTICLE IV. - PURPOSE**

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

**ARTICLE V. - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is:

**Ywonna Maria Horowitz**

**ARTICLE VI. - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 777 South Flagler, Suite 800 West, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address John Harrison Hough.

FILED  
97 MAY -7 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VII. - INCORPORATOR**

The name and address of the incorporator of the Corporation is John Harrison Hough, 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401.

#### **ARTICLE VIII. - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE IX. - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

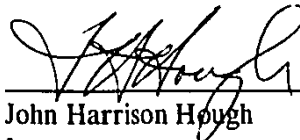
#### **ARTICLE X. - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### **ARTICLE XI. - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation  
this 6<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
John Harrison Hough  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
Dreamlife Corporation**

The undersigned, John Harrison Hough, whose business address is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401, hereby accepts appointment as the initial registered agent of **Dreamlife Corporation**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
John Harrison Hough

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**FILED**  
97 MAY -7 PM 12:04  
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TALLAHASSEE FLORIDA