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law Offices of
ROBERT J. ARNOLD
621 Northwest 53rd Street, Suite 300
Boca Raton, Florida 33487
(561) 994-9060 • Fax: (561) 998-0094

September 21, 1997

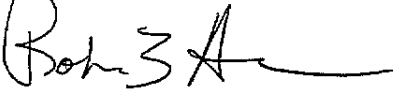
VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Dear Sir/Madam:

I have enclosed the Amended and Restated Articles of Incorporation for Your Life Publishing Corporation. I have also enclosed my firm's check for \$87.50 to cover the costs of the filing and certification fees. If you should have any questions regarding this matter, please feel free to contact me.

Yours truly,



Robert J. Arnold

RJA/mas

Enclosures

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FILED
97 NOV 10 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 29, 1997

ROBERT J. ARNOLD, ATTY.
621 NW 53RD STREET
SUITE 300
BOCA RATON, FL 33487

SUBJECT: YOUR LIFE PUBLISHING CORPORATION
Ref. Number: P97000065205

RECEIVED
97 NOV -7 PM 1:57
DIVISION OF CORPORATIONS

We have received your document for YOUR LIFE PUBLISHING CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00047904

*FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YOUR LIFE PUBLISHING CORPORATION*

FILED
97 NOV 10 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YOUR LIFE PUBLISHING CORPORATION, a corporation organized and existing under the laws of Florida (the "Corporation"), hereby certifies as follows:

1. *The name of the Corporation is YOUR LIFE PUBLISHING CORPORATION. The Corporation's original Articles of Incorporation were filed with the Secretary of State of Florida effective July 30, 1997.*
2. *These Amended and Restated Articles of Incorporation amend the provisions of Article IV and further restate and integrate the Articles of Incorporation of this Corporation.*
3. *On September 1, 1997 the Board of directors and the Shareholder(s) unanimously voted to amended and restate the Articles of Incorporation as set forth below.*
4. *The text of the Amended and Restated Articles of Incorporation as heretofore amended is hereby restated to read in its entirety as follows:*

ARTICLE I- NAME

The name of this Corporation is ***Your Life Publishing Corporation***.

ARTICLE II- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is:

621 NW 53rd Street, Suite 300
Boca Raton, Florida 33487.

ARTICLE III-PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it

may exercise all of the powers and privileges conferred by the Florida Business Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE IV-CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 25,000,000 shares of Voting Common Stock having a par value of \$.001 per share, and 2,000,000 shares shall be Preferred Stock having a par value of \$.001 per share.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

621 NW 53rd Street, Suite 300
Boca Raton, Florida 33487;

and the name and address of the initial registered agent of this Corporation is:

<u>Name</u>	<u>Address</u>
Robert J. Arnold	621 NW 53 rd Street, Suite 300 Boca Raton, Florida 33487.

ARTICLE VI- COMMENCEMENT AND TERM

This Corporation shall commence as of 12:01 A.M., July 30, 1997. The Corporation shall have perpetual existence.

ARTICLE VII- BOARD OF DIRECTORS

The board of directors of this Corporation shall be comprised of two (2) people. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the Corporation, but shall never be fewer than one. The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Peter Halmos	621 NW 53 rd Street, Suite 300 Boca Raton, Florida 33487.
Robert Arnold	621 NW 53 rd Street, Suite 300 Boca Raton, Florida 33487.

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

ARTICLE VIII-MEETINGS

Members of the board of directors may participate in special meetings of the board of directors by means of telephone conference call as provided by law, but regular meetings of the board of directors must be attended in person by each director.

ARTICLE IX-AGREEMENTS

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding their participation in such action, in the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X-INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Robert J. Arnold

Address

621 NW 53rd Street, Suite 300
Boca Raton, Florida 33487.

ARTICLE XI- BY-LAWS

The board of directors of this Corporation shall make and adopt By-Laws for the Corporation, and, said board and its successors in office shall have power to alter, amend, and rescind such By-Laws or to adopt new By-Laws.

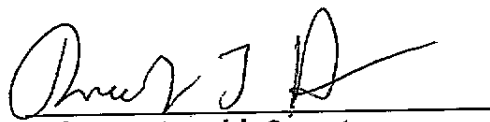
ARTICLE XII- INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation to the maximum extent permitted by law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any action or proceeding or any settlement of any action or proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of such director or officer being or having been a director or officer of the Corporation, whether or not such director or officer is a director or officer at the time such expenses are incurred, except when the director or officer has been adjudged guilty of willful malfeasance in the performance of the director's or officer's duties. The Corporation shall advance every director and every officer his or her fees and costs during the pendency of any action or proceeding in which the director or officer may be entitled to indemnification. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance, if available, may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

ARTICLE XIII- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned hereby certifies that these amended and restated Articles of Incorporation have been approved by all the shareholders and the directors this 1st day of September, 1997.


Robert J. Arnold, Secretary