

**ST. ARNOLD & STEARNS**  
CHARTERED  
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Kim L. Kaszubowski, Esq.

Charles M. Phillips, Jr., Esq.  
Of Counsel

P97 0000 69436

August 7, 1997

500002262915--3  
-08/11/97-01052-002  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: Counseling For Life Enhancement, Inc.

Dear Madam/Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for filing in the above-referenced corporation. Please confirm receipt of filing of the articles with our office. I have enclosed a check in the amount of \$122.50 to cover the cost of the filing fee.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

*James R. Stearns*

James R. Stearns

JRS/mis  
enclosure

corporate\sos.ltr

SIGNED IN HIS ABSENCE  
TO AVOID DELAY  
IN MAILING.

FILED  
97 AUG 11 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 12 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**COUNSELING FOR LIFE ENHANCEMENT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be:

COUNSELING FOR LIFE ENHANCEMENT, INC.

**ARTICLE II LOCATION**

The location of this corporation shall be:

1651 Sparkling Court  
Dunedin, FL 34698

FILED  
97 AUG 11 AM 11:13  
TALLAHASSEE, FLORIDA

**ARTICLE III NATURE OF BUSINESS**

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

**ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V INITIAL  
REGISTERED OFFICE  
AND AGENT**

The street address of the initial registered office of this corporation is 1651 Sparkling Court, Dunedin, Florida, 34698, and the name of the initial registered agent of this corporation at that address is Enid J. Lythgoe.

**ARTICLE VI TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII DIRECTORS**

The corporation shall have 2 directors initially. The names and street addresses of the initial members of the Board of Directors are:

Enid J. Lythgoe  
1651 Sparkling Court  
Dunedin, FL 34698

John E. Lythgoe  
1651 Sparkling Court  
Dunedin, FL 34698

**ARTICLE VIII OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Enid J. Lythgoe  
1651 Sparkling Court  
Dunedin, FL 34698

President

John E. Lythgoe  
1651 Sparkling Court  
Dunedin, FL 34698

Secretary/Treasurer

**ARTICLE IX SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Name

Address

Enid J. Lythgoe

1651 Sparkling Court  
Dunedin, FL 34698

**ARTICLE X PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new 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 issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

**ARTICLE XII AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 6<sup>th</sup> day of August, 1997.

Enid J. Lythgoe  
Enid J. Lythgoe

STATE OF FLORIDA

COUNTY OF PINELLAS

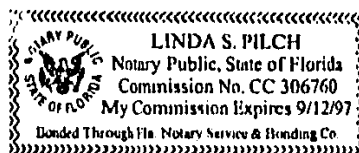
The foregoing Articles of Incorporation were acknowledged before me this 6<sup>th</sup> day of August, 1997, by Enid J. Lythgoe, who is personally known to me or who has produced Florida Drivers License as identification and who did take an oath, and acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

SIGN Linda S. Pilch  
PRINT Linda S. Pilch

State of Florida at Large (Seal)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

Enid J. Lythgoe  
Enid J. Lythgoe

FILED  
97 AUG 11 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA