

P98000023842

GAY AND GORDON ATTORNEYS, P.A.

699 FIRST AVENUE NORTH
P.O. BOX 265

ST. PETERSBURG, FLORIDA 33731

TELEPHONE
(813) 896-8111
FAX (813) 822-2234

WILLIAM W. GAY (1919 - 1993)
SEYMOUR A. GORDON

March 9, 1998

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

200002455802--3
-03/12/98--01103--020
***122.50 ***122.50

Re: ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the following corporation:

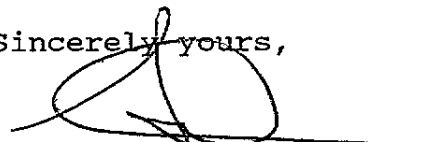
ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

My firm's check in the amount of \$122.50 is enclosed to cover the filing fees.

Please forward the certified copy of the Articles of Incorporation to my office, after filing.

Thank you for your assistance.

Sincerely yours,



Seymour A. Gordon

SAG/sa
Enclosures

FILED
98 MAR 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 13 1998

ARTICLES OF INCORPORATION
OF
ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

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

ARTICLE I

The name of this corporation is:

ACTIVE LIFESTYLE DEVELOPMENT CORPORATION

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: This corporation may engage in every activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a nominal or par value of \$1.00.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation is to begin business is \$500.00.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAR 12 AM 9:43
FILED

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 13100 56th Court, #702, Clearwater, Florida 33760. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

SUBSCRIBER

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
MGM BUILDERS & DEVELOPERS, INC., a Florida corporation	1209 79th Street South St. Petersburg, FL 33707	100

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE X

REGISTERED AGENT

The directors shall have the power to appoint a person or persons as Registered Agent for this corporation and until his successor has been appointed, JOSEPH MASRI, is and shall be the Registered Agent for this purpose. The Registered Office shall be 1209 - 79th Street South, St. Petersburg, Florida 33707.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

ARTICLE XII

PREEMPTIVE 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. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted 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 preemptive 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.


MGM BUILDERS & DEVELOPERS, INC.,
a Florida corporation
By Joseph Masri
JOSEPH MASRI, President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County aforesaid to take acknowledgments, personally appeared JOSEPH MASRI as President of MGM BUILDERS & DEVELOPERS, INC., a Florida corporation, who is personally known to me or who produced as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles.

Witness my hand and official this 6th day of March, 1998.

[Signature]
Notary Public
My commission expires:

 Seymour A. Gordon
MY COMMISSION # CC651550 EXPIRES
August 17, 2001
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I, JOSEPH MASRI, of St. Petersburg, Pinellas County, Florida, hereby agrees to serve as the Registered Agent for ACTIVE LIFESTYLE DEVELOPMENT CORPORATION, a Florida corporation.




JOSEPH MASRI

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public, personally appeared JOSEPH MASRI, who is personally known to me or who produced _____ as identification, to me known to be the person described in and who executed the foregoing Acceptance of Registered Agent and he acknowledged executing the same for the purposes expressed therein.

Witness my hand and seal this 6th day of March, 1998.



Notary Public
My commission expires:



Seymour A. Gordon
MY COMMISSION # C0651550 EXPIRES
August 17, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 12 AM 9:43

FILED