



THE UNITED STATES
CORPORATION
COMPANY

P98000038943

ACCOUNT NO. : 072100000032

REFERENCE : 790350 7126668

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : April 21, 1998

ORDER TIME : 11:10 AM

ORDER NO. : 790350-015

CUSTOMER NO: 7126668

CUSTOMER: Mr. James Amburn
EURO-AMERICAN FINANCIAL
SERVICES, INC.
Suite 1
5117 Castello Drive
Naples, FL 34103

500002505685--9

DOMESTIC FILING

NAME: US GOOD LIFE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

RECEIVED
DIVISION OF CORPORATION
98 APR 29 PM 2:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

ARTICLES OF INCORPORATION
OF

US GOOD LIFE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

US GOOD LIFE, INC.

The address of the principal office of this corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is James W. Amburn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Arthur Greenberg Dir.	5117 Castello Drive, Suite 1, Naples, Florida 34103
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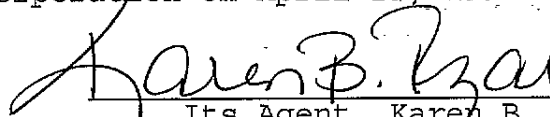
F.W. Schmidt Dir.	5117 Castello Drive, Suite 1, Naples, Florida 34103
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ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on April 29, 1998.



Its Agent, Karen B. Rozar
Incorporator

TFR/CLB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Amburn
James W. ~~Anderson~~, an individual residing in this
state, having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

US GOOD LIFE, INC.

Amburn
James W. ~~Anderson~~ is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: 

Typed Name: James W. ~~Anderson~~
Amburn