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Fax Number : (850) 205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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BASIC AMENDMENT

THORNHILL - JACOBS INC.

Certificate of Status	1
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Amended & Restated
Articles

8/9/01 DC w/ NAME Change

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 6, 2001 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: ELEMENTAL LIFE, INC.

Old Name: Thornhill - Jacobs Inc.

Article II. Address

The mailing address of the Corporation is:

ELEMENTAL LIFE, INC.

18950 US Highway 441 Suite 303

Mount Dora FL 32757

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Jay Jacobs

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

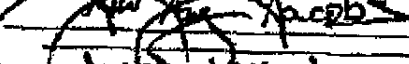
The name and address of the registered agent of the Corporation is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Thornhill - Jacobs Inc.
ELEMENTAL LIFE, INC.

By: 
Name: JOHN JAY JACOBS
Title: PRESIDENT

Date: August 6, 2001

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941 Fourth Street #200
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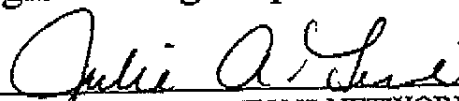
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
ELEMENTAL LIFE, INC.

REGISTERED AGENT/OFFICE:
**Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Julie A. Fine, Vice President

Date: August 6, 2001

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Miami Beach FL 33139
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