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FILED
98 JUN 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (850) 243-8194
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June 22, 1998

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Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Changes Opportunities, Inc. v

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed a check in the amount of \$122.50 to cover the filing fee and the return of one certified copy of the filed Articles of Incorporation. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact my office.

Sincerely,


STEVEN B. BAUMAN

SBB/be

Enclosures as stated

F. CHESLER

JUN 25 1998

ARTICLES OF INCORPORATION
OF
CHANGES OPPORTUNITIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation is **CHANGES OPPORTUNITIES, INC.**

ARTICLE II
NATURE OF BUSINESS

The general character of the business to be contracted by this corporation is:

(A) To engage in any and all types of lawful businesses and to acquire by purchase, lease or otherwise, the inventory and equipment necessary to engage in the operation of such businesses. Also to acquire by purchase, lease or otherwise, any property, both real or personal, for the purpose of conducting this business.

(B) To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the operation of this business or in the preparation or maintenance of this business. Also to develop any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property or real property at the time owned or held by the corporation.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required in the operation of this business.

(D) To purchase the assets of any other person, corporation, business or entity.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(F) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, along or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers herein set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock this corporation is presently authorized to have outstanding at any time is 100 shares at \$1.00 per share.

Authorized capital stock may be paid for in cash, services, real or personal property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting of the director(s).

ARTICLE IV INITIAL CAPITAL

The amount and capital with which this corporation shall begin business is One Hundred Dollars and 00/100 (\$100.00).

ARTICLE V TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation and mailing address is 8668 Navarre Parkway, Unit 153, Navarre, Florida 32566. The Board of Directors of this Corporation may from time to time designate such other address and place for the principal office of the corporation as it sees fit at a regular or special meeting of the Board of Directors.

**ARTICLE VII
REGISTERED AGENT**

The initial registered agent for this corporation is **KAREN PAULSON**, 8668 Navarre Parkway, Unit 153, Navarre, Florida 32566.

**ARTICLE VIII
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased at the first meeting of the directors and may be increased or diminished thereafter from time to time by the Bylaws. The Directors shall be elected in accordance with the Bylaws.

**ARTICLE IX
INITIAL DIRECTORS**

The name and address of the first Board of Directors of this corporation who shall hold the office of Director until their successors are elected and have qualified as Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
KAREN PAULSON	8735 Navarre Parkway Navarre, Florida 32566

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to and the value of the consideration are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
KAREN PAULSON	8735 Navarre Parkway Navarre, Florida 32566	100	\$100.00

**ARTICLE X
EFFECTIVE DATE**

These Articles of Incorporation for **CHANGES OPPORTUNITIES, INC.**, shall be effective the 18th day of June, 1998.

**ARTICLE XI
AMENDMENTS**

These Articles of Incorporation for **CHANGES OPPORTUNITIES, INC.**, may be amended in the manner provided by Florida Law.

**ARTICLE XII
INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the corporation are:

A. Each shareholder is entitled to vote for the election of Directors and Officers and shall have one (1) vote for each share of stock in the corporation. Cumulative voting shall not be permitted in the election of Officers or Directors.


B. For purposes of determining the number of holders of record of stock of the corporation, stock which is held in joint tenancy, tenancy in common or tenancy by the entireties shall be treated as held by one shareholder.

C. Except as herein stated, remaining provisions for the regulation of the internal affairs of the corporation shall be contained in the bylaws.

**ARTICLE XIII
JOINT OWNERSHIP OF STOCK**

There shall be no stock issued in the name of joint tenants, tenants in common or tenancy by the entireties or any other form of joint ownership unless the joint owners are husband and wife and the stock is placed in both names at the time it is originally issued. Exceptions may be made to this rule only by unanimous vote of all stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida this 18th day of June, 1998.



KAREN PAULSON
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

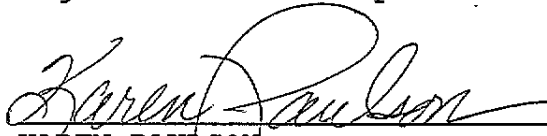
I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **KAREN PAULSON**, who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes expressed herein.

WITNESS my hand and official seal this 18th day of June, 1998.


NOTARY PUBLIC - STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for this corporation.


KAREN PAULSON
8668 Navarre Parkway #153
Navarre, Florida 32566

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TALLAHASSEE, FLORIDA