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July 6, 1998

VIA FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **Incorporation of LIFEGUIDE, INC.**

Dear Secretary of State:

Please find enclosed the original and one amended copy of the Articles of Incorporation, changing LIFEGUIDE, INC.'s registered address, to be filed with your office. Your offices retained our check of June 17, 1998 in the amount of \$122.50 representing the filing fee regarding:

LIFEGUIDE, INC.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

Roy R Harris Jr.

Roy R. Harris Jr.
Law Clerk to Mark S. Mucci

/rh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:05

RP
07-10-98

ARTICLES OF INCORPORATION

OF

LifeGuide, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL -9 AM 10:05

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is LifeGuide, Inc., whose principal place of business is 2420 S.E. 17th Street, apartment 305, Ft. Lauderdale, Florida 33316.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 2420 S.E. 17th Street, apartment 305, Ft. Lauderdale, Florida 33316, and the name of its initial registered agent at said address is Sanford Epstein.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two, whose name and address

are: Sandford Epstein
2420 S.E. 17th Street
Ft. Lauderdale, Florida 33316

Hal Grego
2420 S.E. 17th Street
Ft. Lauderdale, Florida 33316

ARTICLE VII

The name and address of the incorporator is:

Mark S. Mucci, Esq
One Financial Plaza
Suite 1600
Ft. Lauderdale, FL 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 9th day of July, 1998 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 8th day of July, 1998.


MARK S. MUCCI, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 8th day of July, 1998.



Michael A. Schneider
My Commission CC718529
Expires February 22, 2002


Notary Public, State of Florida

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

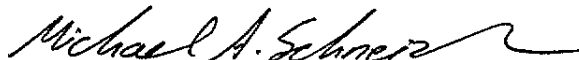
BEFORE ME, the undersigned authority personally appeared MARK S. MUCCI who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


MARK S. MUCCI

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 8th day of July, 1998.



Michael A. Schneider
My Commission CC718529
Expires February 22, 2002


Notary Public, State of Florida

My Commission Expires:

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