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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ACTIVE CONSUMERS' COUNCIL, INC.

AUDIT NUMBER...... H98000013389

DOC TYPE..... FLORIDA PROFIT CORPORATION OF P.

CERT. OF STATUS...0

PAGES.....

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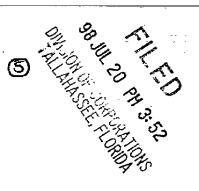
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H98000013389 OF INCORPORATION

OF

ACTIVE CONSUMERS' COUNCIL. INC.



The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of this corporation shall be ACTIVE CONSUMERS'

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be:

450 SW 12TH AVENUE

DEERFIELD BEACH, FL 33442

ARTICLE III

BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the date these articles are accepted as filed by the Secretary of State. The corporation then shall continue perpetually unless dissolved according to law.

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 W. Broward Blvd., Suite 360
Plantation, FL 33324-2737
(954) 370-0800
FL Bar No. 236462

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PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is:

10,000 shares at \$.01 (one cent) par value common stock.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation and his address are as follows:

Registered Agent And Address

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 West Broward Blvd., Suite 360
Plantation, Florida 33324-2737

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ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

> Theodore F. Brill, Esq. Theodore F. Brill, P.A. 8211 W. Broward Blvd., Suite 360 Plantation, FL 33324-2737

The undersigned has executed these Articles of Incorporation

29, 1998 as Incorporator.

Incorporator

H98000013389

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- The name of the corporation is: ACTIVE CONSUMERS' COUNCIL, INC.
- The name and address of the registered agent and office 2. is:

Theodore F. Brill, Esq. Theodore F. Brill, P.A. 8211 W. Broward Blvd., Suite 360 Plantation, Florida 33324-2737

signature: Theodore F. Brill

Title:

Incorporator

Date:

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Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:.

There F. Bush Theodore F. Brill Registered Agent

Date:

<u>ಎ</u>, 1998