

FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

P9800006555

FILED
38 JUL 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Me D. J. HOTTE, L.L.L.
admitted to practice
only in the Province
of Quebec, Canada

July 14, 1998

Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32302

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****122.50 ****122.50

IN RE: LIVING PROOF, INC.

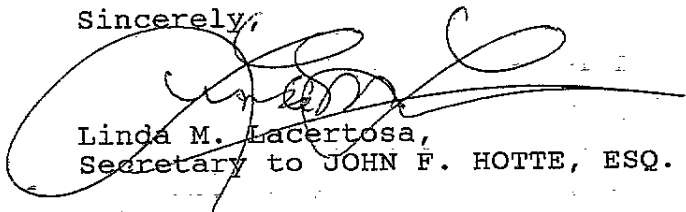
Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for Living Proof, Inc., together with our check in the amount of \$122.50 as and for your filing fee.

Please return a certified copy of the Articles, after filing, to the undersigned.

Should you require further assistance, or if you might have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Sincerely,


Linda M. Lacertosa,
Secretary to JOHN F. HOTTE, ESQ.

lrl

enclosures

GAVE
AUTHORIZATION BY PHONE TO
CORRECT _____
DATE 7-21-98
DOC. EXAM. CB

SD
7/27

CB
7-21-98
4

WFB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

FRAZIER, HOTTE & ASSOCIATES, P.A.
2400 E. COMMERCIAL BLVD., STE. 826
FT. LAUDERDALE, FL 33308

SUBJECT: LIVING PROOF, INC.
Ref. Number: W98000016507

We have received your document for LIVING PROOF, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The incorporator must sign. I called your office and left my name and telephone number but I never received a return call.,

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 998A00038518

ARTICLES OF INCORPORATION

OF

LIVING PROOF, INC.

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

FILED
98 JUL 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

LIVING PROOF, INC.

The address of the principal office of this corporation shall be 4725 North East 25th Avenue, Fort Lauderdale, Florida 33308 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to engage or transact 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 5,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the name of the initial

registered agent of this Corporation at this address is John F. Hotte, Esq.

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 one director, initially, The name and street address of the initial member of the Board of Directors is:

Mary E. Dellaporta
4725 North East 25 Avenue
Fort Lauderdale, Florida 33308

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

President: Mary E. Dellaporta
4725 North East 25th Avenue
Fort Lauderdale, Florida

ARTICLE VIII. INCORPORATOR

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

John F. Hotte, Esq.
2400 East Commercial Boulevard - Suite 826
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand on this 14 day of July, 1998.


JOHN F. HOTTE, ESQ.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, JOHN F. HOTTE, ESQ., having a place of business at
2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida
33308 and having been designated as the Registered Agent in the
above and foregoing Articles of Incorporation, is familiar with and
accepts the obligations of the position of Registered Agent under
Section 607.0505, Florida Statutes.


JOHN F. HOTTE, ESQ.

FILED
98 JUL 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA