

Heidi Ashton  
925 New Waterford Dr. #102  
Naples, FL 34104  
Home Phone (941) 352-6949

P98000072712

August 17, 1998

VIA EXPRESS MAIL

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

800002617998--8  
-08/17/98--01135--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Positive Changes Hypnosis, Inc.

Dear Sir/Madam,

With respect to the incorporation of Positive Changes Hypnosis, Inc., please find enclosed the following:

1. Articles of Incorporation,
2. Acceptance of Designation as Registered Agent,
3. Money order in the aggregate amount of \$122.50, equaling the incorporation fee of \$35, the acceptance of registered agent fee of \$35, and the certified copy of the articles charge of \$52.50.

Please return the certified copy of the articles of incorporation to me at the above address. Thank you for your assistance.

Please call me at the phone number referenced above if you have any questions.

Sincerely,

*Heidi F. Ashton*

Heidi F. Ashton

*Heidi* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *certificate*  
DATE *8/20/98*  
DOC. EXAM *TA*

*TA-8/20/98*

**ARTICLES OF INCORPORATION  
OF  
POSITIVE CHANGES HYPNOSIS, INC.**

The undersigned, an individual over the age of eighteen, acting as sole incorporator of the corporation hereby formed under Chapter 607, Florida Statutes, hereby certifies that:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is:

POSITIVE CHANGES HYPNOSIS, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the corporation is 1363 Embassy Lane, Naples, FL 34104.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of stock. The shares of stock authorized shall be common stock having a par value of one cent (\$.01) per share.

**ARTICLE IV  
REGISTERED AGENT AND ADDRESS**

The initial registered agent is Phillip Brundage, and the address of the registered agent is 1363 Embassy Lane, Naples, FL 34104.

**ARTICLE V  
NATURE OF CORPORATE BUSINESS**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE VI  
INITIAL DIRECTORS**

The name and address of the initial director is set forth below.

<u>Name</u>	<u>Address</u>
Phillip Brundage	1363 Embassy Lane, Naples, FL 34104

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VII  
COMMENCEMENT DATE**

The corporate existence shall commence upon filing with the Florida Department of State.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Heidi F. Ashton	925 New Waterford Dr. #102 Naples, FL 34104

**ARTICLE IX  
INDEMNIFICATION**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceeding or settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer at the time such expenses are incurred, except when the directors or officers are adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such a settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.


IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation on this 13<sup>th</sup> day of August, 1998.

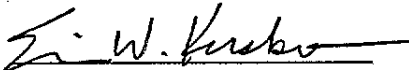
  
Heidi F. Ashton, Sole Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13 day of August, 1998 by Heidi F. Ashton who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

 Ernest W. Kerskie  
Commission # CC 753115  
Expires June 21, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.



Signature of Notary

Ernest W. Kerskie

Type or print name of Notary

CC 753115

Commission number

June 21, 2002

My commission expires

**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT OF  
POSITIVE CHANGES HYPNOSIS , INC.**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted:

1. Positive Changes Hypnosis, Inc. desiring to organize under the laws of the State of Florida with its principle office located in Collier County, Florida, has named Phillip Brundage located at 1363 Embassy Lane, Naples, FL 34104 as its registered agent to accept service of process within this State.
2. Having been named as registered agent 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 of Positive Changes Hypnosis, Inc. 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 this position.

DATED: 8-14-98

  
Phillip Brundage

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA