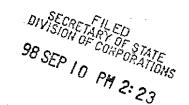
98 SEP 10 PM 2: 23 Office Use Only 4451 8th Avenue South St. Petersburg, FL 33711 **CORPORAT** MENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Walk in Certified Copy Mail out Will wait Certificate of Status ■ Photocopy NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

CR2E031(1/95)

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Examiner's Initials





The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is A TO Z Coach, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4451 8th Avenue, South, St. Petersburg, FL 33711.

ARTICLE III

Shares

The corporation shall have authority to issue 7000 common shares with a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Initial Registered Agent and Office

The initial registered agent shall be Frank R. Perri, Esquire, whose office address is 4451 8th Avenue South, St.Petersburg, Florida 33711.





Incorporator

The name and address of the incorporator is:

Name

Address

Frank R. Perri

4451 8th Avenue, South St. Petersburg, FL 33711

ARTICLE VI

Initial Director

The corporation initially shall have two Directors, whose names and addresses

are as follows:

Name

Address

Robert S. Chapman

8566 W. Gulf Boulevard Treasure Island, FL 33706

Frank R. Perri

4451 8th Avenue, South St. Petersburg, FL 33711

Dated this 8 Day of Jep

FRANK R. PERRI, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this ____ Day of September 1998.

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