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THE LAW OFFICES
OF

DUANE E. THOMAS

TEL: (904) 755-5014
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FILED

99 FEB 25 PM 3:22
W. DUVAL STREET
P.O. BOX 2137
TALLAHASSEE, FL 32056-2137
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DUANE E. THOMAS
BRIAN J. SGANGA

February 25, 1999

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

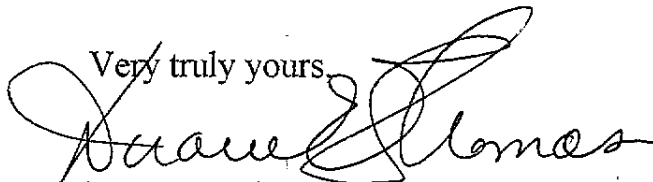
Re: DREAMSHARERS INTERNATIONAL, INC.

Gentlemen;

Enclosed herewith please find an original and copy of the Articles of Incorporation for DREAMSHARERS INTERNATIONAL, INC. to be filed with your office, together with a check in the amount of \$122.50, representing the required filing fee. Also enclosed is a self-addressed, stamped envelope for your convenience in returning the certified copy of the Articles to the undersigned after filing.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Duane E. Thomas

RECEIVED
99 FEB 25 PM 3:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosures: Original & copy of Articles of
Incorporation
Check - \$122.50
SAS Return Envelope

700002787807--6
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*****78.75 *****78.75

® Hall

FEB 25 1999

ARTICLES OF INCORPORATION

OF

DREAMSHARERS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, all residents of the State of Florida and being of full age have this day formed the corporation hereinafter described and hereby certifies:

ARTICLE I - NAME

The name of this Corporation is DREAMSHARERS INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 204 South Marion Street, Lake City, Florida 32055, and the initial mailing address of the Corporation is Post Office Box 2137, Lake City, Florida 32056.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The sole and only purpose of this Corporation is the operation of an Amway Distributorship.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of the Corporation is 204 South Marion Street, Lake City, Florida

,32055, and the initial registered agent of this Corporation shall be DUANE E. THOMAS, ESQUIRE, who, upon accepting this designation agrees to comply with the provision of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

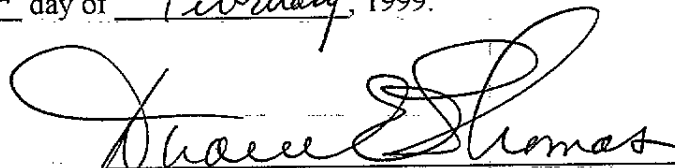
The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time as provided for by the By-Laws of the Corporation, but in no case shall the number of directors be less than one (1) nor more than five (5). The name and address of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JEFFERY S. RUFFO	Post Office Box 2137 Lake City, Florida 32056
TEENA M. RUFFO	Post Office Box 2137 Lake City, Florida 32056

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is Duane E. Thomas, Post Office Box 2137, Lake City, Florida 30256.

IN WITNESS WHEREOF the above named Incorporator has executed these Articles of Incorporation this 25th day of February, 1999.


DUANE E. THOMAS

STATE OF FLORIDA)
COUNTY OF COLUMBIA)

The foregoing Articles of Incorporation of DREAMSHARERS INTERNATIONAL, INC., were acknowledged before me this 25th day of February, 1999 by DUANE E. THOMAS, as Incorporator, who is personally known to me.

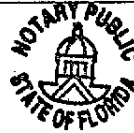
My Commission Expires:

(SEAL)

Nora L. Terry

NOTARY PUBLIC
State of Florida at Large

Name: _____



NORA L. TERRY
COMMISSION # CC629005
EXPIRES MAR 10, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


FILED

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Duane E. Thomas, accept the designation as registered agent for Dreamsharers International, Inc., as provided in the Articles of Incorporation filed herewith. The initial registered agent's address shall be 204 South Marion Street, Lake City, Florida 32056.


DUANE E. THOMAS