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Dominique Rihs, Attorney at Law
5131 Sunbury Court
Naples, Florida 34104-4731
(941) 643-1845 phone
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March 24, 1999

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
P.O. Box 6327 or 409 E. Gaines St. (32399)
Tallahassee, FL 32314

800002822268--7
-03/29/99-01126-005
*****87.50 *****87.50

RE: INCORPORATION OF BELIEVE, Personal Success Coach, Inc.

Dear Clerk:

Please find enclosed one original & one copy of the Articles of the above corporation for filing purposes along with check of \$87.50 for filing fee & Certificate of good standing. If you should have any questions, please do not hesitate to contact my office. If for any reason this corporation may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

Sincerely,

DOMINIQUE RIHS

Enclosures as stated: 2 Articles
\$87.50

FILED
99 MAR 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 1 1999
4

FILED
99 MAR 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF *BELIEVE, Personal Success Coach, Inc.*

These Articles of Incorporation are made & subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is *BELIEVE, Personal Success Coach, Inc.*

ARTICLE II -- PURPOSE

This corporation is organized for all purposes that are legal in the State of Florida or the United States .

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of One Dollar (\$1.00) per share & capital contributions as the directors shall from time to time determine..

ARTICLE IV- INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 853 Vanderbilt Beach Road, Suite 257, Naples, Florida 34108 & the name of the initial Registered agent of this corporation at that address is KAREN B. BLACKWELL.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office & mailing address are: 853 Vanderbilt Beach Road, Suite 257, Naples, FL 34108.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation are:

KAREN B. BLACKWELL with address of 853 Vanderbilt Beach Road, Suite 257, Naples, FL 34108

LARRY S. LITTLE with address of 853 Vanderbilt Beach Road, Suite 257, Naples, FL 34108.

ARTICLE VII- INCORPORATE

The name and address of the persons signing these Articles is :

KAREN B. BLACKWELL with address of 853 Vanderbilt Beach Road, Suite 257, Naples, FL 34108

LARRY S. LITTLE with address of 853 Vanderbilt Beach Road, Suite 257, Naples, FL 34108

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.


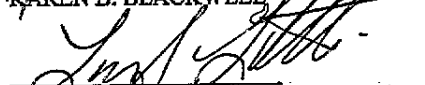
ARTICLE IX- DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles & shall be perpetual.

ARTICLE X- AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or any amendment hereto in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 19th day of March, 1999.

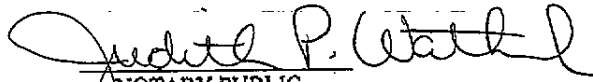

KAREN B. BLACKWELL

LARRY S. LITTLE

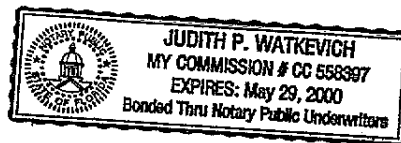
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th day of March 1999 by KAREN B. BLACKWELL & LARRY S. LITTLE on behalf of the corporation. They are personally know to me or produced their license as ID.

FL Drivers License: L 340-537-54-054-0.

SEAL OF NOTARY


NOTARY PUBLIC
My commission expires: 5/29/2000



FILED
99 MAR 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

BELIEVE, Personal Success Coach, Inc.

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT

UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-- That BELIEVE, Personal Success Coach, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named KAREN B. BLACKWELL located at 853 Vanderbilt Beach Road, Suite 257, Naples, Florida, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


KAREN B. BLACKWELL

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27 day of March, 1999, by KAREN B. BLACKWELL on behalf of the corporation. She is personally known to me. OR provided her drivers license as ID.

(SEAL of NOTARY)


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Wenke O Brandes
My Commission CC779301
Expires October 6, 2002