

P99000054522

June 11, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002903649--9

-06/14/99-01111-003

*****78.00 *****78.00

Re: REALITY CHECK MATE, INC.
Articles of Incorporation

To Whom It May Concern:

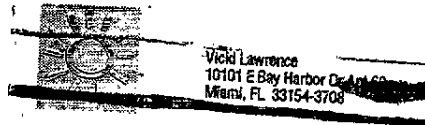
Please find enclosed two copies of Articles of Incorporation for REALITY CHECK MATE, INC., along with my check in the amount of \$78.00. I would appreciate your filing these Articles of Incorporation and return to me, along with a certified copy, in the enclosed self-addressed stamped envelope.

Thank you.

Sincerely,

Vicki Lawrence

Vicki Lawrence



FILED
99 JUN 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
6/16

ARTICLES OF INCORPORATION
OF
REALITY CHECK MATE, INC.

ARTICLE I - NAME

The name of this corporation shall be REALITY CHECK MATE, INC.

ARTICLE II - NAME OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To do everything necessary and proper for the accomplishment of anything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incident to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation. The foregoing subparagraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted to be performed by corporations under the laws of the State of Florida.

FILED
99 JUN 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. To operate a business that provides a personality profile service utilizing direct contact, Internet contact and sales of programs and products that define and assess personal relationships.

ARTICLE III- DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: P.O. Box 5843, Surfside, Florida 33154.

ARTICLE V - REGISTERED AND RESIDENT AGENT

The name of the corporation's registered and resident agent and his address is as follows:

MITCHELL J. LIPCON, ESQ.
9100 South Dadeland Boulevard Suite 400
Miami, Florida 33156

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent and resident agent for REALITY CHECK MATE, INC. as set forth in Article V herein.


MITCHELL J. LIPCON, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 14 AM 8:18

FILED

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The shareholders shall act as the Board of Directors. The number of directors may either be increased or decreased from time to time by the By-Laws, but there shall never be less than one director. The names and addresses of the initial directors are: Vicki K. Lawrence, P. O. Box 5843, Surfside, Florida 33154.

ARTICLE VII - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be Five Hundred (500) shares of common stock at One Dollar (\$1.00) par value per share. Each of the said shares of the stock shall entitle the holder to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock securities) or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be full paid for and shall be nonassessable.

ARTICLE IX - INCORPORATION

The name and addresses of the person signing these Articles of Incorporation are: Vicki K. Lawrence, P.O. Box 5843, Surfside, Florida 33154.

ARTICLE X - ADDITIONAL POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the corporation shall have all the following powers:

A. To enter into, or become a partner in, any lawful arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for any purpose;

B. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his or her shares in accordance with the By-Laws setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired;

C. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with By-Laws setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following:

(1) a pension or profit-sharing plan; (2) a medical payment and reimbursement plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; (6) other retirement or incentive compensation plans.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Board of Directors, proposed to them by the shareholders, and approved at a meeting of shareholders by a majority of the holders of stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of REALITY CHECK MATE, INC. on June 11th 1999.

Vicki K. Lawrence
VICKI K. LAWRENCE

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared VICKI K. LAWRENCE, who, being known personally to me, upon her oath, deposes and says that the foregoing is true and correct and executed for the purposes expressed therein.

Patricia Fernandez
NOTARY PUBLIC June 11, 1999

My Commission Expires:

