

MARTIN C. BOIRE, P.A.

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August 13, 1999

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

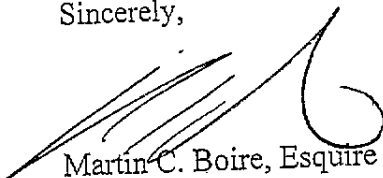
Re: *Florida Second Chance...*  
*The British Foundation...*

Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for the aforementioned corporations. Also enclosed is my check for \$140.00. Please send me a filed-stamped copy.

Thank you.

Sincerely,

  
Martin C. Boire, Esquire

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-08/16/99--01101--009  
\*\*\*140.00 \*\*\*\*\*70.00



FILED  
99 AUG 16 AM 7:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA SECOND CHANCE IN LIFE WITH CYTOKYNES, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

***ARTICLE I - NAME***

The name of this corporation shall be **FLORIDA SECOND CHANCE IN LIFE WITH CYTOKYNES, INC.**

***ARTICLE II - DURATION***

The term of existence of the corporation shall be perpetual.

***ARTICLE III - PURPOSE***

The corporation is organized for the purpose of conducting any and all lawful business.

***ARTICLE IV - CAPITAL STOCK***

The corporation is authorized to issue 100 shares of common stock, each share with a par value of \$1.00. There shall be one class of stock. Stock shall not be issued in series.

***ARTICLE V - BOARD OF DIRECTORS***

The corporation shall be managed under the direction of a board of directors. The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws. The initial director shall be Jerome Feldman, 115 Shady Branch Trail, Ormond Beach, Florida 32174.

***ARTICLE VI - INITIAL PRINCIPAL OFFICE***

The initial principal office or mailing address of the corporation shall be 115 Shady Branch Trail, Ormond Beach, Florida 32174.

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

The initial registered agent of this corporation shall be Jerome Feldman, and the street address of the initial registered office of this corporation shall be 115 Shady Branch Trail, Ormond Beach, Florida 32174.

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

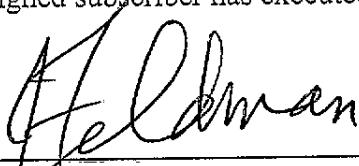
**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator of this corporation is Jerome Feldman, 115 Shady Branch Trail, Ormond Beach, Florida 32174.

**ARTICLE X - AMENDMENT**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, is reserved to the shareholders.

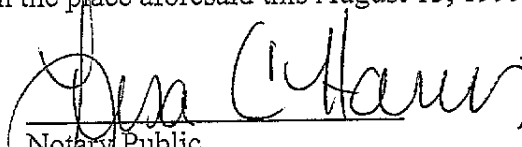
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this August 13, 1999.

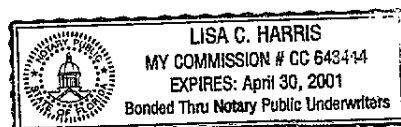
  
\_\_\_\_\_  
Jerome Feldman, incorporator  
FLDL F435420411700

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me personally appeared Jerome Feldman, to me known based upon presentment and examination of a Florida driver's license less than five years old to be the person described in and who executed the foregoing document, and who, being placed under oath, swore and acknowledged before me that Affiant executed the same as Affiant's free act and deed for the purposes set forth therein, and that the matters set forth therein are true and correct.

WITNESS MY HAND and official seal in the place aforesaid this August 13, 1999.

  
\_\_\_\_\_  
Notary Public

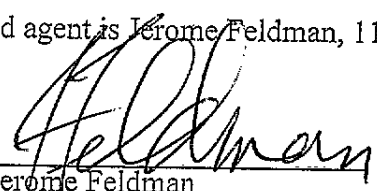


## ACCEPTANCE OF REGISTERED AGENT

**BEFORE ME**, the undersigned authority duly authorized in this jurisdiction to administer oaths, this day personally appeared Jerome Feldman (hereinafter "Affiant") who, after being duly sworn, deposes, makes oath and says:

That Affiant accepts the designation as registered agent of Florida Second Chance In Life With Cytokynes, Inc., as set forth in of the Articles of Incorporation which this Acceptance accompanies;

That Affiant's street address as said registered agent is Jerome Feldman, 115 Shady Branch Trail, Ormond Beach, Florida 32174.

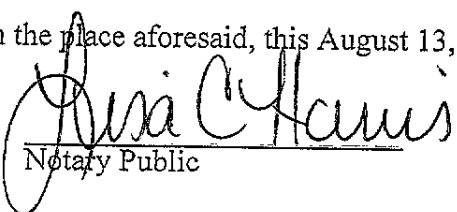
  
Jerome Feldman

FLDL  
F43542041700

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me personally appeared Jerome Feldman, to me known based upon presentment and examination of a Florida driver's license less than five years old to be the person described in and who executed the foregoing document, and who, being placed under oath, swore and acknowledged before me that Affiant executed the same as Affiant's free act and deed for the purposes set forth therein, and that the matters set forth therein are true and correct.

**WITNESS MY HAND** and official seal in the place aforesaid, this August 13, 1999.

  
Notary Public



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