

Aug-23-99 02:19P

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number: (850) 922-4001

From:

Account Name : BOGLE & SCHULMAN P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

21st Century Leisure Group, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

21st Century Leisure Group, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

2238 Peachleaf Ct., Longwood, FL 32779

ARTICLE III- MAILING ADDRESS

The mailing address of the Corporation shall be:

2238 Peachleaf Ct., Longwood, FL 32779

ARTICLE IV- SHARES

The maximum number of shares this corporation is authorized to issue is 1,000,000, all of which shall be common shares having a stated par value of \$0.001 each. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and agent's office is: Graeme Robertson Clarke, 2238 Peachleaf Ct., Longwood, FL 32779.

ARTICLE VI- BOARD OF DIRECTORS:

There will not be a Board of Directors, as the shareholders will manage 21st Century Leisure Group, Inc.

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ARTICLE VII- OFFICERS

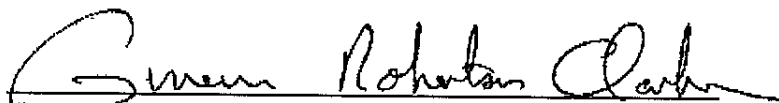
President/Secretary/Treasurer: Graeme Robertson Clarke, 2238 Peachleaf Ct.,
Longwood, FL 32779.

ARTICLE VIII- INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is:

Graeme Robertson Clarke
2238 Peachleaf Ct.
Longwood, FL 32779.

23rd The undersigned incorporator has executed these Articles of Incorporation this
day of August, 1999.


Graeme Robertson Clarke

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the Corporation is:

21st Century Leisure Group, Inc.

2. The name of the registered agent and office is:

**Graeme Robertson Clarke
2238 Peachleaf Ct.
Longwood, FL 32779**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.


Graeme Robertson Clarke

8/23/99
Date