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PINO & DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AND COUNSELORS AT LAW

520 CROWN OAK CENTRE DRIVE
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August 17, 1999

SECURITIES
LITIGATION AND ARBITRATION

INVESTOR RIGHTS

STOCKBROKER
MISCONDUCT

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

Re: Mid-Life Crisis, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 to cover the filing fee and registered agent fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Debi McDade

Debi McDade
Legal Assistant

/dm

Enclosures-stated

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-08/20/99-01082-020
*****70.00 *****70.00

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99 AUG 20 PM 2:40
TALLAHASSEE, FLORIDA

af 8/25

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

MID-LIFE CRISIS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1403 Medical Plaza Drive
Suite 100
Sanford, Florida 32771

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

J.W. Dicks, Esq.
520 Crown Oak Centre Drive
Longwood, FL 32750

ARTICLE V INCORPORATOR

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


J.W. Dicks, Esquire
520 Crown Oak Centre Drive
Longwood, FL 32750

ARTICLE VI PURPOSE

The corporation will engage primarily in the business of publishing, but may engage in any activity or business permitted by the laws of the State of Florida

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99 AUG 20 PM 2:40
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 17th day of August, 1999.



Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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:

Mid-Life Crisis, Inc.

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

J.W. Dicks, Esq.
520 Crown Oak Centre Drive
Longwood, FL 32750

FILED
99 AUG 20 PM 2:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

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.

(Signature) 

8/17/99
(Date)