

99000082132

Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314
August 30, 1999

FILED
99 SEP 13 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miss Lauren N. Johnson
P.O. Box 8136
Seminole, Florida 33775

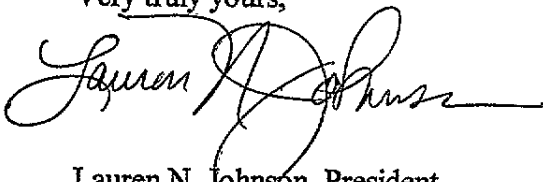
Re: NICOLE JOHNSON, Inc.

200002985322--1
-09/13/99-01107-004
*****78.75 *****78.75

To Whom It May Concern:

Enclosed you will find an executed copy of NICOLE JOHNSON Inc.'s Articles of Incorporation with a check in the amount of \$78.75 for the filing of the same. Please review the Articles of Incorporation and if you find them in proper order, issue NICOLE JOHNSON, Inc. a Certificate of Incorporation. Upon issuance of aforementioned certificate, please send a certified copy of the Articles of Incorporation at your earliest convenience to P.O. Box 8136, Seminole, Florida, 33775.

Very truly yours,



Lauren N. Johnson, President

Lauren N. Johnson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Rate III
DATE 9/17/99
DOC. EXAM Kevin Brown

NICOLE JOHNSON, Inc.
P.O. Box 8136
Seminole, Florida 33775
(727) 403-3003

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We hereby associate to form a stock Corporation under the provisions of Chapter 607 of Title XXXVI of the Florida Statutes and to that end set forth the following:

ARTICLE I

The name of the Corporation is **NICOLE JOHNSON, Inc.**

ARTICLE II

A. The Corporation shall have the authority to issue One Thousand (1,000) shares of voting stock at no par value.

B. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, will exist in respect of any of the shares of the corporation.

C. The Corporation shall have the authority to issue only one class of stock, and all issued stock will be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in Title 26 of the United States Code § 1371 defining a qualified "small business corporation."

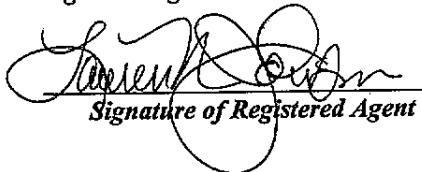
ARTICLE III

The original principal office of the Corporation shall be located at P.O. Box 8136, in the City of Seminole, Florida 33775.

ARTICLE IV

The name of the original registered agent shall be Lauren N. Johnson, a resident of Florida, and whose offices are located at Suite 158, 500 Belcher Road South, Building 11, Largo, Florida, 33771.

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 of Registered Agent

8/30/99
Date

ARTICLE V

The duration of the Corporation shall be perpetual.

ARTICLE VI

Unless otherwise changed by the By-Laws of **NICOLE JOHNSON, Inc.**, the number of directors shall be one:

Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771

ARTICLE VII


Unless otherwise changed by the By-Laws of **NICOLE JOHNSON, Inc.**, the number of corporate officers shall be four:

- A. President: Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771
- B. Vice President: Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771
- C. Secretary: Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771
- D. Treasurer: Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771

ARTICLE VIII

The names and addresses of the incorporators shall be:

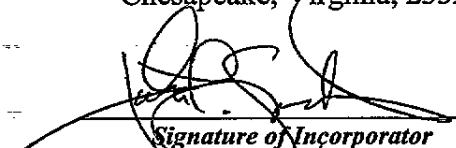
A. Lauren N. Johnson
500 Belcher Road South, Suite 185
Building 11
Largo, Florida 33771



Signature of Incorporator
8/30/99

Date

B. John P. Swanston
710 Byrd Court
Chesapeake, Virginia, 23320



Signature of Incorporator
8/30/99

Date

ARTICLE IX

The directors, officers, employees and agents of the Corporation shall be indemnified to the fullest extent required, permitted by the revisions of § 607.0850 of Title XXXVI of the Florida Statutes, or by any subsequently enacted applicable provisions thereof, and the directors of the Corporation are authorized to adopt any By-Law authorized by § 607.0206 of Title XXXVI of the Florida Statutes, or any subsequently enacted applicable provision thereof.

ARTICLE X

The purpose for which the Corporation is organized is to create and promote awareness for bio-medical research and patient care through personal appearances, motivational seminars, and entertainment.

ARTICLE XI

Transactions with Officers and Directors:

(A) **Approval of Contract:** No contract or other transaction between the Corporation and one or more of its officers or directors or in which one or more of its officers or directors are personally interested, directly or indirectly, and no contract or other transaction between the Corporation and any other corporation, firm, association, or entity in which one or more of its officers or directors are personally interested, directly or indirectly, shall be either void or voidable because of such relationship or interest or because of such director or directors or officer or officers are present and vote at the meeting of the Stockholders or Board of Directors of the Corporation or a committee of the latter which authorizes, approves or ratifies such contract or transaction; provided that the material facts of the transaction and the director's interests are disclosed:

(i) Or known to the Board of Directors or committee of the latter, which authorizes, approves or ratifies contract or transaction by a vote sufficient for the purpose without counting the votes of such interested directors; provided, however, that no such contract or transaction may be acted upon by single director; or

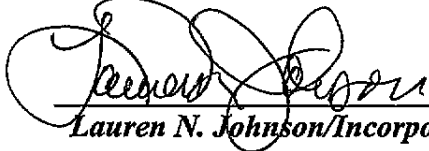
(ii) To the stockholders entitled, under § 607.0832 of the Florida Statutes, or any subsequently enacted applicable provision of said Statutes to vote and then authorize, approve, or ratify such contract or transaction by vote or written consent.

(B) **Contract Reasonable:** In any event, no contract or other transaction described in paragraph (A) of Article X shall be void or voidable despite failure to comply with parts (i) or (ii) of paragraph (A) provided that such contract or transaction was fair to the Corporation in view of all the facts known to any officer or director at the time such contract or transaction was entered into on behalf of the Corporation.

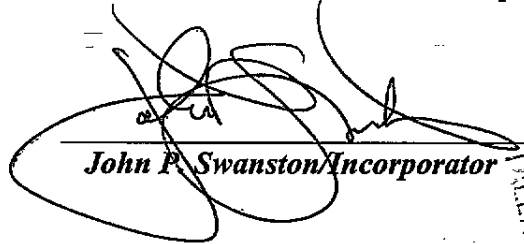
ARTICLE XII

The provision of § 670.1202 of Title XXXVI of the Florida Statutes shall not apply to the Corporation.

IN WITNESS WHEREOF I have made and subscribed these Articles of Incorporation this the 30th day of August, 1999.



Lauren N. Johnson/Incorporator



John P. Swanston/Incorporator

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