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*BOARD CERTIFIED
CIVIL TRIAL LAWYER

September 14, 1999

Secretary of State
Corporate Division
9 E. Gaines Street
Tallahassee, FL 32399

000002987120-9
-09/14/99-01058-019
****122.50 ****78.75

VIA: FEDERAL EXPRESS

Re: Leta Letize, Inc.

Dear Sir or Madam:

We enclose the following items:

- (1) Original and one copy of Articles of Incorporation for the referenced corporation;
- (2) Our trust check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

Very truly yours,

99 SEP 14 AM 9:46
FED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JERE M. FISHBACK, Esquire

JMF/cc
Enclosures

cc: Leta Letize, Inc.

9/21

ARTICLES OF INCORPORATION

OF

LETA LETIZE, INC.

FILED

99 SEP 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is LETA LETIZE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of training and consulting in organizational development and individual coaching, and for all other lawful purposes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 33 No. Garden Avenue, #910, Clearwater, FL 33755 and the name of the initial registered agent of this corporation at that address is Leta Letize.

ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of this corporation is 33 No. Garden Avenue, #910, Clearwater, FL 33755.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of initial directors of this corporation are:

Leta Letize
33 No. Garden Avenue, #910
Clearwater, FL 33755

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: Leta Letize, 33 No. Garden Avenue, #910, Clearwater, FL 33755.

ARTICLE X. BYLAWS

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

ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

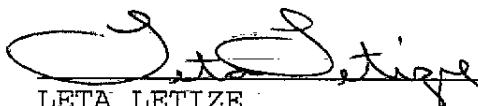
ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENT

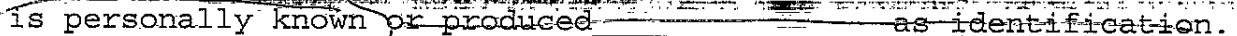
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed
these Articles of Incorporation on September 11, 1999.

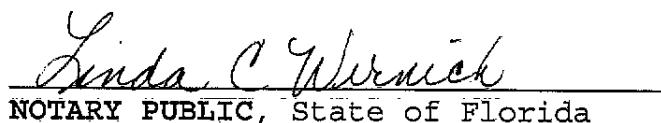


LETA LETIZE

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME personally appeared **LETA LETIZE** to me well known and
known to me to be the person described in and who executed the
foregoing instrument, and acknowledged to and before me that she
executed said instrument for the purposes therein expressed and who
is personally known or produced  as identification.

WITNESS my hand and official seal this 11th day of
September, 1999.



NOTARY PUBLIC, State of Florida

My Commission Expires:

6/16/2000



LINDA C. WERNICK
My Comm Exp. 6/18/00
Bonded By Service Ins
No. CC563412

Personalty Known Other I.D.

ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



LETA LETIZE

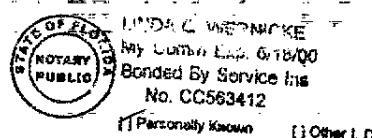
BEFORE ME personally appeared LETA LETIZE to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me before me that she executed said instrument for the purposes therein expressed and who is personally known or produced Driver's license as identification.

September, 1999. WITNESS my hand and official seal this 11th day of

My Commission Expires:

Linda C Wernick
NOTARY PUBLIC, State of Florida

6/18/00



99 SEP 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED