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Dandar & Dandar

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October 19, 1999

EFFECTIVE DATE
11-1-99

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400003020744-3
10/21/99-01057-014
***122.50 ***78.75

McPherson Trust

Inc

RE: ~~THE LISA FOUNDATION, INC.~~

Dear Sir/Madam:

Enclosed herein please find an original and one copy of Articles of Incorporation for The Lisa Foundation, Inc. Also enclosed is our check in the amount of \$122.50 for filing fees, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,

Kennan G. Dandar/dw
Kennan G. Dandar

KGD/dmw

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT 21 AM 8:26

FILED

A. Howell OCT 28 1999

A. Howell OCT 27 1999

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October 25, 1999

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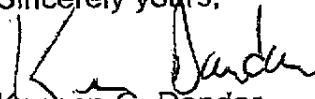
Division of Corporations
Attn: Angie

RE: LISA McPHERSON

Dear Angie:

Confirming the new name of the corporation is "Lisa McPherson Trust, Inc. The registered agent's address is 5340 West Kennedy Blvd., Suite 201, Tampa, Florida 33609. The principal place of business is Post Office Box 191, Clearwater, Florida 33757.

Sincerely yours,


Kennan G. Dandar

KGD/dmw

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LISA MCPHERSON TRUST, INC.

EFFECTIVE DATE
11-1-99

ARTICLE I

NAME OF CORPORATION

The name of the corporation is

LISA MCPHERSON TRUST, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on November 1, 1999.

ARTICLE III

PURPOSE OF CORPORATION

This corporation is organized for the purpose to provide educational seminars, counseling and for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

1. The maximum number of shares of stock authorized to be issued by this corporation is 100 shares of common stock, all of which shall have the par value of \$1.00 per share, and all of which shall have the same rights and privileges.

2. Each share of common stock shall entitle the holder to one vote at any shareholder's meeting and to otherwise participate in any such meetings and in the assets of the corporation, and such shares of common stock shall be fully paid and non-assessable. Such shares of common stock shall be paid for in lawful money of the United

assessable. Such shares of common stock shall be paid for in lawful money of the United States of America or in property, labor or services, at a fair and just evaluation to be fixed by this corporation's shareholders acting as an executive committee of the corporation as to the value of the property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE V

ADDRESS AND RESIDENT AGENT

The street address of the initial principal office of this corporation is P.O. Box 191 Clearwater, Florida, and the initial registered agent of this corporation at such address shall be STACY BROOKS, 5340 West Kennedy Blvd., Suite 201, Tampa, FL 33609

ARTICLE VI

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation of LISA MCPHERSON TRUST, INC. are:

<u>NAMES</u>	<u>ADDRESS</u>
ROBERT MINTON	137 Fremont Road Sandown, NH 03873

ARTICLE VII

OFFICERS

1. The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer. The names of the persons who are to serve as officers of the corporation are:

PRESIDENT/SECRETARY/TREASURER: ROBERT MINTON

2. The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-laws of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have one director initially which may be increased from time to time by the By-Laws, but shall never be less than one director. The Board of Directors shall be members of the corporation and elected to hold office in accordance with the By-laws.

2. The name and address of the person who are to serve as director for the first year or until the first annual meeting of the corporation is:

NAME

ADDRESS

ROBERT MINTON

137 Fremont Road
Sandown, NH 03873

ARTICLE IX

BY-LAWS OF CORPORATION

1. The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of October, 1999.

Donna M. West

NOTARY PUBLIC
My commission expires:

Personally Known

Produced ID _____

Type of ID Produced _____



DONNA M. WEST
COMMISSION # CC 503128
EXPIRES OCT 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as Registered Agent of LISA MCPHERSON TRUST, INC. to accept service of process and to comply with all requirements of law.

[Signature]

FILED

1999 OCT 21 AM 8 26

STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business of Domicile for the Service of Process within this State, Naming Agent upon Whom Process may be served and Names and Addresses of Officers and Directors.

The following is submitted in compliance with
Chapter 48.091, Florida Statutes

LISA MCPHERSON, TRUST, INC a corporation organized (or organizing) under the laws of the State of Florida with its principal office at P.O. Box 191, Clearwater, FL 33757 County of Pinellas, State of Florida, has named STACY BROOKS, located at 5340 W. Kennedy BLVD. #201, Tampa as its agent to accept service of process within the state.

OFFICERS:

NAME

ADDRESS

ROBERT MINTON

137 Fremont Road
Sandown, NH 03873

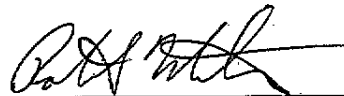
DIRECTORS:

NAME

ADDRESS

ROBERT MINTON

137 Fremont Road
Sandown, NH 03873



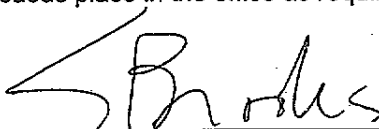
ROBERT MINTON, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

DATED

Oct 18, 1999



STACY BROOKS
Registered Agent