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OF COUNSEL
RICHARD C. JANS, P.A.

November 10, 1999

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WINTER PARK, FL 32789
(407) 645-1779
FAX: (407) 740-5691

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

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*****70.00 *****70.00

Re: Family Legacy Institute, Inc. - Dissolution and Incorporation

Dear Sir or Madam:

We are enclosing documents to effect the Dissolution of Family Legacy Institute, Inc. as a not-for-profit corporation and the incorporation of a new entity named Family Legacy Institute, Inc. under F.S. Chapter 607, as follows:

1. Dissolution:

1. The original and one copy of Articles of Dissolution of Family Legacy Institute, Inc. signed by all of its directors (there being no members).
2. Affidavit of Directors stating that the Dissolution shall not be revoked and consenting to the incorporation of the new corporation;
3. Our check for \$35.00 for the filing fee.

2. New Incorporation:

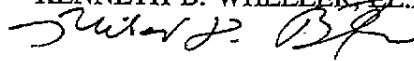
1. The original and one copy of the Articles of Incorporation of Family Legacy Institute, Inc.
2. Our check in the amount of \$70.00 for the filing fees.

Please file the Articles of Dissolution followed by the Articles of Incorporation and return the copy of each document with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.



Richard D. Baxter, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RDB/sa
Enclosures

R. REGISTER NOV 18 1999

AFFIDAVIT OF DIRECTORS
OF
FAMILY LEGACY INSTITUTE, INC.

The undersigned, being a majority of all of the Directors of Family Legacy Institute, Inc. a Florida not for profit corporation (the "Corporation"), do hereby state and affirm that:

1. The Corporation shall be dissolved;
2. The dissolution of the Corporation shall not be revoked pursuant to Section 617.1404 of the Florida Statutes; and
3. Following its dissolution, the Corporation consents to the incorporation of a Florida for profit corporation under Chapter 607 of the Florida Statutes using the name "Family Legacy Institute, Inc."

IN WITNESS WHEREOF the parties have hereunto said their hands and seals on the respective dates set forth in the jurats below.



KENNETH B. WHEELER, Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to before me this 15th day of October, 1999, by KENNETH B. WHEELER, Director of Family Legacy Institute, Inc., a Florida not for profit corporation, ✓ who is personally known to me or _____ who has produced a Florida _____ as identification.

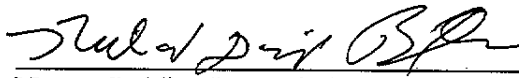

Notary Public, State of Florida

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TALLAHASSEE, FLORIDA


RIC STONE, Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to before me this 29th day of October, 1999, by RIC STONE, Director of Family Legacy Institute, Inc., a Florida not for profit corporation, who is personally known to me or _____ who has produced a Florida _____ as identification.


Notary Public, State of Florida




RICHARD DAVID BAXTER
My Comm Exp. 3/11/00
Bonded By Service Ins
No. CC538849

Personally Known Other I. D.


DAN WORTHINGTON, Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to before me this 2nd day of November, 1999, by DAN WORTHINGTON, Director of Family Legacy Institute, Inc., a Florida not for profit corporation, who is personally known to me or _____ who has produced a Florida _____ as identification.


Notary Public, State of Florida



RICHARD DAVID BAXTER
My Comm Exp. 3/11/00
Bonded By Service Ins
No. CC538849

Personally Known Other I. D.

ARTICLES OF INCORPORATION
OF
FAMILY LEGACY INSTITUTE, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the Florida Statutes.

ARTICLE I
NAME

The name of this Corporation shall be:

Family Legacy Institute, Inc.

ARTICLE II
DURATION

The Corporation shall exist perpetually until dissolved according to law.

ARTICLE III
NATURE OF BUSINESS

The general purposes for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 20,000 shares of Common Stock having a par value of \$0.01 per share, 10,000 shares of which shall be designated as "Voting Common Stock" and shall have one (1) vote per share and 10,000 shares of which shall be designated as "Nonvoting Common Stock" and shall not entitle the holder thereof to any vote, except as may otherwise be provided by applicable law.

The whole or any part of the authorized shares of the Corporation may be issued for a

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consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

The name of the initial registered agent of this Corporation at that address shall be:

Kenneth B. Wheeler

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) Director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII
DIRECTOR - NAME AND STREET ADDRESS**

The name and street address of the member of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified is as follows:

<u>Name</u>	<u>Street Address</u>
Kenneth B. Wheeler	1155 Louisiana Avenue, Suite 100 Winter Park, Florida 32789

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Kenneth B. Wheeler
1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation is located at:

1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

The mailing address of the corporation is:

1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

**ARTICLE X
SPECIAL PROVISIONS**

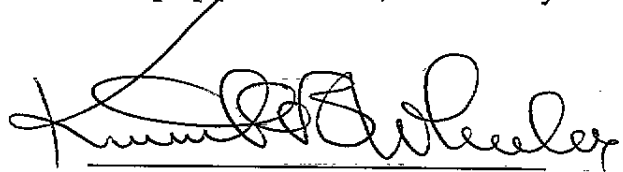
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then

in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

4. This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 10th day of November, 1999.



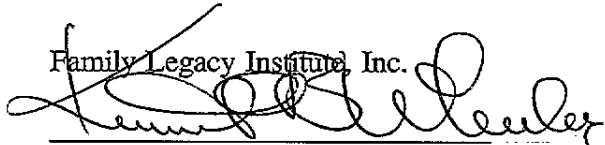
Kenneth B. Wheeler
Incorporator

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TALLAHASSEE, FLORIDA

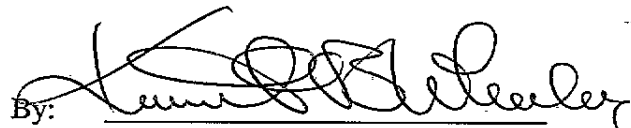
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
FAMILY LEGACY INSTITUTE, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the Florida Statutes, Family Legacy Institute, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named Kenneth B. Wheeler located thereat as its registered agent to accept service of process within this state.

Family Legacy Institute, Inc.
By: 
Kenneth B. Wheeler,
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Kenneth B. Wheeler,
Registered Agent