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October 19, 2000

APPROVED AND FILED  
00 NOV 14 PM 12: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Wilbert Stevens Fox  
Certified Public Accountant  
3308 West Lake Shore Drive  
Tallahassee, FL 32312

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-11/14/00--01067--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Behavioral Motivators, Inc.

Dear Steve:

Enclosed are the following formation documents pertaining to the referenced corporation:

1. Articles of Incorporation;
2. Bylaws; and
3. Organizational Consent of the Board of Directors. *CC*

Please sign the documents where indicated and return them to us for filing along with a check for \$78.75 payable to the Department of State, and we will file them. I understand you will handle obtaining the corporate minute book and EIN as well as issuing stock.

If you need anything further or have any questions, please call me.

Sincerely,

*John E. Brenneis*  
John E. Brenneis

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DIVISION OF CORPORATION

*Scopp "Accrual Basis."*

/dmw

Enclosures

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**ARTICLES OF INCORPORATION OF  
BEHAVIORAL MOTIVATORS, INC.**

APPROVED  
AND  
FILED  
00 NOV 14 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article I.  
Name and Principal Office**

The name of this Corporation shall be **BEHAVIORAL MOTIVATORS, INC.** The principal place of business and mailing address of this Corporation is 3308 West Lake Shore Drive, Tallahassee, Florida 32312.

**Article II.  
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article III.  
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock of One Cent (\$0.01) par value shares. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article IV.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article V.  
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

**Wilbert Stevens Fox**  
3308 West Lake Shore Drive  
Tallahassee, Florida 32312

**Article VI.**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article VII.**  
**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be **Robert A. Pierce**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article VIII.**  
**Number of Directors**

This Corporation shall have no fewer than two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article IX.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of two (2) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his or her successor is elected, are as follows:

**Wilbert Stevens Fox**  
3308 West Lake Shore Drive  
Tallahassee, Florida 32312

**Linda Leila Hale**  
3308 West Lake Shore Drive  
Tallahassee, Florida 32312

**Article X.**  
**Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-

presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	<b>Wilbert Stevens Fox</b> 3308 West Lake Shore Drive Tallahassee, Florida 32312
Secretary/Treasurer	<b>Linda Leila Hale</b> 3308 West Lake Shore Drive Tallahassee, Florida 32312

**Article XI.**  
**Transactions in Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**Article XII.**  
**Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article XIII.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 7 day of NOVEMBER, 2000.



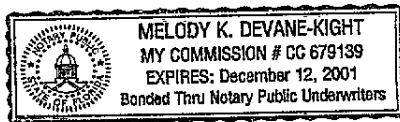
\_\_\_\_\_  
**Wilbert Stevens Fox**  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 9th day of November, 2000, by **Wilbert Stevens Fox**. Such person:  is personally known to me; ( ) produced a current Florida driver's license as identification.

  
\_\_\_\_\_  
Signature of Notary Public  
Melody K. Devane-Kight  
\_\_\_\_\_  
(Typed or Printed Name of Notary Public)

(Notarial Seal)



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

APPROVED  
AND  
FILED  
00 NOV 14 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**BEHAVIORAL MOTIVATORS, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named **Robert A. Pierce**, located at said address, as its initial Registered Agent.

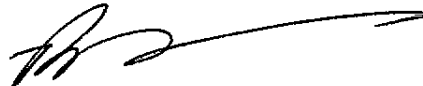


**Wilbert Stevens Fox**

Incorporator

Date: 11-9, 2000

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



**Robert A. Pierce**

Registered Agent

Date: 11-9, 2000