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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

EFFECTIVE DATE

1-1-02

From:

Account Name : DAVID R. ELLIS, ATTORNEY
Account Number : I19990000151
Phone : (727)531-1111
Fax Number : (727)531-5088

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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

SUNCOAST POINTS OF KNOWLEDGE, INC.

EFFECTIVE DATE

12-1-02

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**ARTICLES OF INCORPORATION
OF
SUNCOAST POINTS OF KNOWLEDGE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
SUNCOAST POINTS OF KNOWLEDGE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

135 Bay Point Drive N. E.
Pinellas County
St. Petersburg, FL 33704

and the name of the initial registered and resident agent of this Corporation at that address is Frank J. Tylman, Jr..

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

135 Bay Point Drive N. E.
Pinellas County
St. Petersburg, FL 33704

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Frank J. Tylman, Jr.
Victoria F. Tylman
135 Bay Point Drive N. E.
St. Petersburg, FL 33704

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ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Frank J. Tylman, Jr.
135 Bay Point Drive N. E.
St. Petersburg, FL 33704

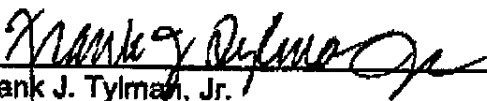
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on January 1, 2002.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on December 5, 2001.


Frank J. Tylman, Jr.

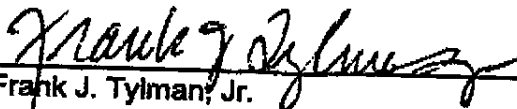
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

December 5, 2001


Frank J. Tylman, Jr.

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