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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

factor training, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
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10-30-02
B.P.

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**ARTICLES OF INCORPORATION OF
FACTOR TRAINING, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Factor Training, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the registered agent of this corporation is Kirk D. De Leon, Esquire, 44 West Flagler Street, Suite 325, Miami, Florida 33130.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 8240 Northwest 52nd Terrace, Suite 500, Miami, Florida 33166.

ARTICLE VII - OFFICERS

The affairs of Factor Training, Inc. shall be managed by a Board of Directors and administered by a President, and Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year

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at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officer(s) of the corporation who shall serve until elections are held and address(es) is/ are:

Mr. Eric Schaer, President & Secretary
8240 N.W. 52nd Terrace
Suite 500
Miami, Florida 33166

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Director may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Mr. Eric Schaer
8240 N.W. 52nd Terrace
Suite 500
Miami, Florida 33166

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, 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 or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

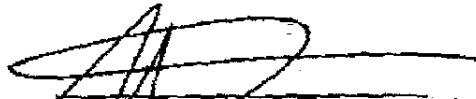
The name and address of the incorporator, who is also the person signing these Articles is:

Mr. Kirk D. De Leon, Esq.
44 West Flagler Street
Suite 325
Miami, Florida 33130

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 20 day of October, 2002.


KIRK D. DE LEON, ESQ.

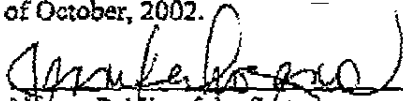
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Kirk D.DeLeon, who is personally known to me, to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Miami-Dade County, Florida, this 20th day of October, 2002.

My Commission Expires:


Notary Public of the State
of Florida at Large



Jennifer Lozano
Commission Expires
Expires Oct. 30, 2005
Bonded Through
Atlantic Bonding Co., Inc.

TOTAL P.06

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for Factor Training, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 30 day of October, 2002.


KIRK D. DE LEON, ESQ.

This instrument was prepared by:
Kirk D. De Leon, Esq.
De Leon & De Leon, P.A.
44 West Flagler Street
Suite 325
Miami, Florida 33130
(305) 374-5494

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