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Prepared By:
Thomas O. Michaels, Esq.
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City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 MAR 18 AM 10:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials
7u 3/25/97

ARTICLE OF INCORPORATION
OF
SuccessAbility #11, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: SuccessAbility #11, Inc.

ARTICLE II
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

ARTICLE III
PURPOSE

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V
SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized, directed and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE

The principal office, if known, or the mailing address of the

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corporation is 101 North Garden Avenue, Suite 120, Clearwater, Florida 34615.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esq.

ARTICLE VII
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of 4 member.

The name and address of the first board of directors are:

1. C. Keith Byington, 1328 Dorothy Drive, Clearwater, Florida 34624
2. H. Keith Horton, 2518 Hickory Court, Clearwater, Florida 34621
3. C. Roger Massa, 4236 Brentwood Park Circle, Tampa, Florida 33624
4. Daniel Lawrence, 2901 SW 81st Street, #1804, Ocala, Florida 34474

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is: C. Keith Byington, 1328 Dorothy Drive, Clearwater, Florida 34624.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 14th day of March, 1997.


C. KEITH BYINGTON, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of

Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

[Handwritten signature]

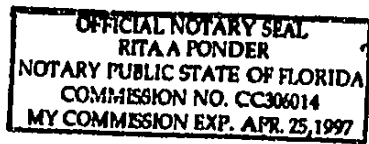
THOMAS O. MICHAELS,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of March, 1997, by C. KEITH BYINGTON, who has produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign *[Signature]*
Print Rita A. Ponder
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)



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TALLAHASSEE, FLORIDA