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E9500001462

ACCOUNT NO. : 072100000032
REFERENCE : 565726 4656A
AUTHORIZATION : Patricia Pijute
COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1995

ORDER TIME : 10:53 AM

ORDER NO. : 565726

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

5657261462105

RECORDED
55 MAR 24 PM 12:09
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: ACHIEVERS UNLIMITED, INC.

W95-6589

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2/23/95



RESUBMIT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1995

PLEASE USE THIS
AS ORIG. DATE OF
FILING!

CIS

TALLAHASSEE, FL

SUBJECT: ACHIEVERS UNLIMITED OF NEVADA, INC.
Ref. Number: W95000006589

Thanks.

We have received your document for ACHIEVERS UNLIMITED OF NEVADA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 295A00013480

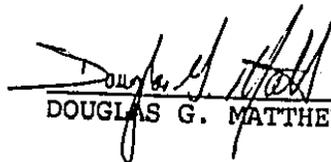
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DOUGLAS G. MATTHEWS, do hereby certify that this Resolution of the Board of Directors of ACHIEVERS UNLIMITED, INC., a corporation organized and existing under the laws of the State of Nevada, was duly adopted on March 9, 1995.

RESOLVED, that Achievers Unlimited, Inc., organized and existing in the State of Nevada, hereby adopts the name Achievers Unlimited of Nevada, Inc. for use in Florida.

DIRECTOR:

Dated: 3/22/95


DOUGLAS G. MATTHEWS

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Registrar a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. ACHIEVERS UNLIMITED, INC. d/b/a ACHIEVERS UNLIMITED OF NEVADA, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada 3. Applied For
(State or Country under the law of which is incorporated) (F.E.I Number, if applicable)

4. March 9, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corporation will cease to exist or "Perpetual")

6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. (Principal): East Tower Suite 700, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Mailing): East Tower Suite 700, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Current Principal & Mailing Address; please include city, state & zip code)

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DIVISION OF CORPORATIONS

8. Any lawful business
(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)

9. **NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:**

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, FLORIDA 32301
(Zip Code)

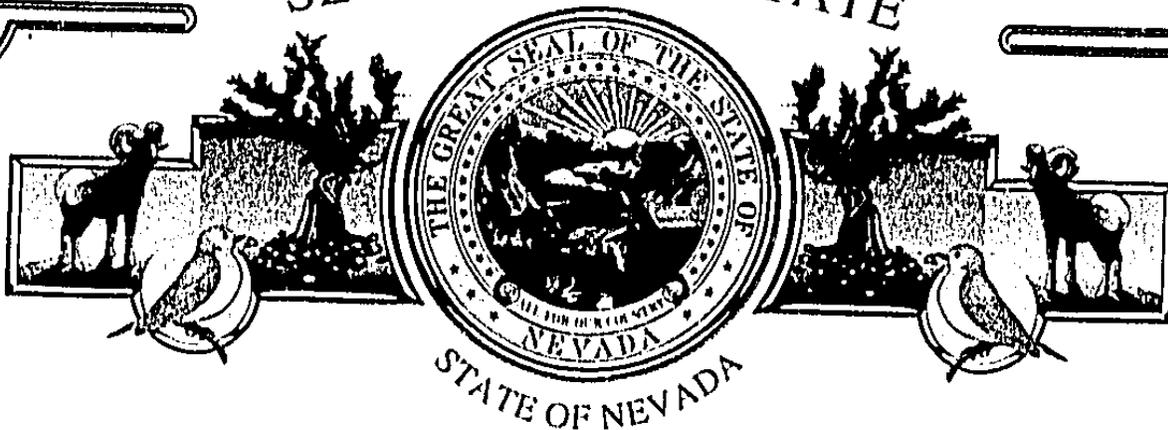
10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this application, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

Karen B. Rozar (Signature) Date: March 24th, 1995
Representative, Karen B. Rozar

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business, and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **ACHIEVERS UNLIMITED, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 1995

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 24th day of March, 1995.



Dean Heller

Secretary of State

By *Walter J. Jensen*
Certification Clerk