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FILED

ARLENE CARLSEN, INC.  
575-D JACKSON AVENUE  
SATELLITE BEACH, FLORIDA 32937  
321-779-8112

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 25, 2002

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-08/08/02--01016--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Dept. Of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

RE: Articles of Incorporation

Enclosed please find the Articles of Incorporation for our new corporation, i.e., ARLENE CARLSEN, INC. which we are filing with your offices along with our check in the amount of \$78.75 (filing fee). Please affix your certification to our document, assign a document number and return same to my accountants, Self, Wolske CPAs', P.A. in the stamped, self addressed envelope enclosed for your convenience.

If you have any questions regarding this new corporation, please contact Bill Wolske at 321-733-1064.

Sincerely,



Arlene Carlsen  
President

8-12-02  
[Handwritten initials]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ARLENE CARLSEN, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is ARLENE CARLSEN, INC.

ARTICLE II

The corporation may engage in the business of computer training to general public and any other activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 575-D Jackson Ave., Satellite Beach, Florida 32937. The name of the Corporation's initial registered agent is Arlene Carlsen whose address is 575-D Jackson Ave., Satellite Beach, Florida 32937.

ARTICLE V

The number of director(s) constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director(s) of this Corporation are:

<u>Name</u>	<u>Address</u>
Arlene Carlsen	575-D Jackson Ave. Satellite Beach, FL 32937

The initial director(s) may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name(s) and address(es) of the incorporator(s) is:

Arlene Carlsen	575-D Jackson Ave. Satellite Beach, FL 32937
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#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Director(s) of this Corporation need not be a resident of the State of Florida, unless otherwise provided in the By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

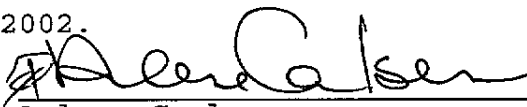
ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 25th of July 2002.

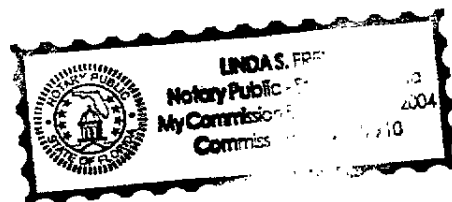


Arlene Carlsen  
Incorporator

STATE OF FLORIDA            )  
  ) SS.  
COUNT OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Arlene Carlsen, to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation of ARLENE CARLSEN, INC. and she acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25<sup>th</sup> day of July, 2002

  
Notary Public

FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes,  
the following is submitted:

That ARLENE CARLSEN, INC., desiring to organize under the laws of  
the State of Florida, with its principal place of business at  
575-D-Jackson Ave., Satellite Beach, Florida 32937,  
appoints Arlene Carlsen as its agent to accept service of process  
within Florida.

ACKNOWLEDGMENT

Having been named to accept service for process for the above  
stated corporation, at the place designated in this Certificate,  
I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
performance of my duties.

  
Arlene Carlsen  
President