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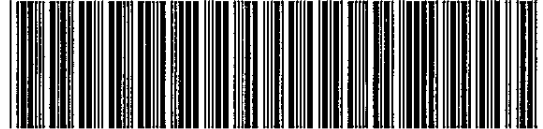
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RICHARD K. BRITTON
LAW OFFICES

865 MAY STREET
JACKSONVILLE, FLORIDA 32204
TELEPHONE: 904-353-0050
FACSIMILE: 904-353-0051

October 15, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Mark Capps Vocational Consulting, Inc.

To Whom It May Concern:

Enclosed are the original and a copy of Articles of Incorporation of the above referenced Florida Not For Profit Corporation. This document is submitted to incorporate Mark Capps Vocational Consulting, Inc. as a Not For Profit Company.

I have included a check for the amount of \$97.50 to cover the following fees:

- Filing (\$35.00),
- Designation of Registered Agent (\$35.00),
- One certified copy (\$8.75),
- One certificate of status (\$8.75), and
- One copy of the Articles of Incorporation (\$10.00)

Please forward the certified copy, certificate of status, and a copy of the Articles of Incorporation to my office address listed above to allow me to review them with my client, Mr. Capps, and ensure he has a clear understanding of them.

Should you have any questions concerning this matter, please contact my office at (904) 353-0050.

Sincerely,

Richard K. Britton

Richard K. Britton

RKB:clk
Enclosures

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ARTICLES OF INCORPORATION
OF

Mark Capps Vocational Consulting, Inc.

The undersigned, citizens of the United States, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under and by virtue of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME

The name of the corporation is Mark Capps Vocational Consulting, Inc.

ARTICLE 2. ADDRESS

The street address of the principal office of the corporation is 1009 Oceanwood Drive South, Neptune Beach, Florida 32266.

ARTICLE 3. DURATION

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; and the period of duration of the corporation shall be perpetual.

ARTICLE 4. PURPOSE

The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 1009 Oceanwood Drive South, Neptune Beach, Florida 32266, and the name of the initial registered agent of the corporation at such address is Mark Capps.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no less than three (3) directors in number and shall be elected or appointed by the method as stated in the Bylaws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of members or until their successors be elected or appointed and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Mark Capps	1009 Oceanwood Drive South, Neptune Beach, Florida 32266
Tammy Capps	1009 Oceanwood Drive South, Neptune Beach, Florida 32266
Robert Bryan Capps	3200 Cahaba Brook Circle, Birmingham, Alabama 35243

ARTICLE 7. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Mark Capps	1009 Oceanwood Drive South, Neptune Beach, Florida 32266

ARTICLE 8. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 9. PRIVATE FOUNDATION

If the corporation is a Private Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply.

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or any corresponding provisions of any later federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or any corresponding provisions of any later federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The corporation shall not make any investments in a manner that would subject to tax under Section 4944 of the Code, or any corresponding provisions of any federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or any corresponding provisions of any later federal tax laws.

ARTICLE 10. RESTRICTIONS ON OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, at any time. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exists or as they hereafter be amended.

ARTICLE 11. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making

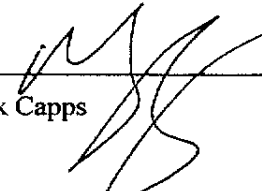
provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the manner stated in the Bylaws.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of the State of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 10 - 14 day of October, 2003.




Mark Capps

STATE OF FLORIDA
COUNTY OF DUVAL

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that the incorporator of the corporation named herein personally known to me or who did produce as identification, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 14 day of October, 2003.

RICHARD BRITTON
Notary Public, State of Florida
My comm. expires Oct. 1, 2005
Comm. No. DD 061933

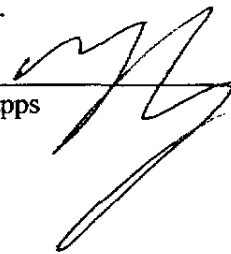


Notary Public RICHARD BRITTON
My commission expires: OCT. 1, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 10-14-03

Mark Capps



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