

SCOTT PORTER

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P.O. Box 1276
Mount Dora, FL 32757

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N96000005671

August 30, 1996

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-09/04/96--01080--009
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: PERSONAL DEVELOPMENT, INC.

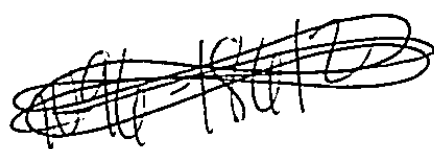
Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy Dollars (\$70.00).

Sincerely,

SCOTT PORTER



SRP/os
Enclosures
1



AB 11/6

FILED
96 NOV -6 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1996

SCOTT PORTER
P.O. BOX 1276
MUNT DORA, FL 32757

SUBJECT: PERSONAL DEVELOPMENT, INC.
Ref. Number: W96000018612

We have received your document for PERSONAL DEVELOPMENT, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00041632

Articles of Incorporation for
PERSONAL DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of PERSONAL DEVELOPMENT, INC., a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is PERSONAL DEVELOPMENT, INC.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for promotion of individual development by use of various techniques.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.]

Article IV

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of

such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Article V

The street and mailing address of the corporation's principal office and initial registered office is 17516 Raintree Ct., P.O. Box 560040, City of Montverde, County of Lake, State of Florida. The name of its initial registered agent at such address is ALAN GREGORY.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on October 1, 1996, at 10:00 am, at Mount Dora, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the first Thursday in October of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
ALAN GREGORY	P.O. Box 560040, Montverde, FL 34756-0040
LUCY GREGORY	P.O. Box 560040, Montverde, FL

SCOTT PORTER

34756-0040
P.O. Box 1276, Mount Dora, FL
32757-1276

Article VII

The name and address of each incorporator are:

Name	Address
ALAN GREGORY	P.O. Box 560040, Montverde, FL 34756-0040
LUCY GREGORY	P.O. Box 560040, Montverde, FL 34756-0040
SCOTT PORTER	P.O. Box 1276, Mount Dora, FL 32757-1276

Article VIII

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, c. corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section

501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.


Article XII.

Amendments to these articles of incorporation shall be adopted by the board of directors by a vote of at least two-thirds of a quorum of the board of directors.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on August 30, 1996.

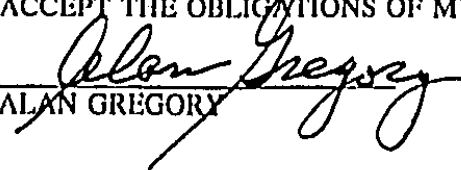

ALAN GREGORY, Incorporator


LUCY GREGORY, Incorporator


SCOTT PORTER, Incorporator

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.


ALAN GREGORY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA