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Allweiss & Allweiss

Attorneys At Law

A Partnership of P.A.'s

4020 Park Street North • Suite 202

St. Petersburg, Florida 33709

ALLEN P. ALLWEISS

MICHAEL D. ALLWEISS

Telephone (813) 384-5515

Telefax (813) 384-5202

November 13, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002003673--8
-11/20/96--01064--006
***78.75 ***78.75

RE: Florida Diversified Industries, Inc.

Dear Sir/Madam:

Enclosed please find Florida Diversified Industries, Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. I have also enclosed a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact my office.

Sincerely,

ALLWEISS & ALLWEISS

Michael D. Allweiss

FILED
96 DEC 16 AM 9:33
STATE
TALLAHASSEE, FLORIDA

MDA/mls

Encls.

cc: Florida Diversified Industries, Inc.

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W96-24937



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

ALLWEISS & ALLWEISS
4020 PARK STREET NORTH
SUITE 202
ST. PETERSBURG, FL 33709

SUBJECT: FLORIDA DIVERSIFIED INDUSTRIES, INC.
Ref. Number: W96000024937

We have received your document for FLORIDA DIVERSIFIED INDUSTRIES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00053523

Allweiss & Allweiss

Attorneys At Law

A Partnership of P.A.'s

4020 Park Street North • Suite 202

St. Petersburg, Florida 33709

ALLEN P. ALLWEISS

MICHAEL D. ALLWEISS

Telephone (813) 384-5515

Telefax (813) 384-5202

December 13, 1996

Ms. Brenda Barker
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Florida Diversified Industries, Inc.

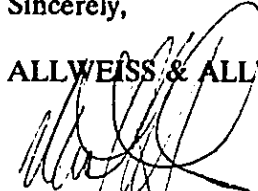
Dear Ms. Barker:

Pursuant to your November 26, 1996 letter, enclosed please find Florida Diversified Industries, Inc.'s revised Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. Please be advised that the filing fee check we previously sent with the initial Articles, was not sent back to our office.

Should you have any questions or desire additional information, please do not hesitate to contact my office.

Sincerely,

ALLWEISS & ALLWEISS



Michael D. Allweiss

MDA/mlw

Encls.

cc: Florida Diversified Industries, Inc.

**ARTICLES OF INCORPORATION
OF
FLORIDA DIVERSIFIED INDUSTRIES, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation, hereinafter called the "Corporation," shall be FLORIDA DIVERSIFIED INDUSTRIES, INC., and its principal place of business shall be 10650 72nd Street, Largo, Florida 33777.

ARTICLE II

PURPOSE

The purposes for which the Corporation is to be organized are exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any laws applicable thereto; to provide an environment in which individuals can achieve their vocational potential and learn to function independently

within society. The Corporation's mission is to provide a thorough evaluation of a person's strengths and weaknesses and to implement dynamic and efficient individualized training programs resulting in a person's ability to be responsible for himself or herself and to obtain and maintain employment; to conduct any and all lawful business and activity as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986; and to do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the provisions of Chapter 617.0302, Florida Statutes (1995).

ARTICLE III

REGISTERED OFFICE AND AGENT

The registered office of the Corporation and its registered agent located at that address to accept service of process within the State is Francis Masyada, 10650 72nd Street, Largo, Florida 33777.

ARTICLE IV

LIMITATIONS AND RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes) and no Member, 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.

B. No substantial part of the activities of the Corporation shall be 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 distributing of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations 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 such Code and Regulations as they now exist or as they may hereafter be amended.

D. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended and not of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE V

TERM

This Corporation shall exist perpetually, unless terminated by due process of law.

ARTICLE VI

MEMBERS

The Members of the Corporation shall constitute all persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become Members, in the manner provided in the Bylaws of the Corporation or as may be elected by the Members at each annual meeting.

ARTICLE VII

INCORPORATOR/SUBSCRIBER

The name and address of the Incorporator/subscriber to these Articles of Incorporation is as follows:

FRANCIS MASYADA
10650 72ND STREET
LARGO, FLORIDA 33777

ARTICLE VIII

DIRECTORS

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors considerate of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination, the Board shall consist of one (3) Directors. Directors need not be Members of the Corporation.

B. Directors of the Corporation shall, at the annual meeting of the Members of the Corporation, be elected and hold office in the manner determined by the Bylaws of the

Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

Michael R. Tardif, 12257 92nd St. N., Largo, FL 33773

Francis Masyada, 11205 4th St. E., Treasure Island, FL 33706

Elaine Masyada, 11205 4th St. E., Treasure Island, FL 33706

Thomas M. Neville, 3259 Spanish Moss Lane, Palm Harbor, FL 34684

Leslie A. Rubin, 15201 Roosevelt Blvd., Suite 112, Clearwater, FL 34620

William Sandonato, Jr., 1856 Barcelona Drive, Dunedin, FL 34698

ARTICLE IX

OFFICERS

A. The affairs of the Corporation shall be administered by the Officers designated in the Bylaws of the Corporation.

B. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law) and such other Officers as may be provided in the Bylaws of the Corporation.

C. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors.

D. The names of the Officers who shall serve until their successors are elected by the Board of Directors are as follows:

President - Michael R. Tardif

Vice President - Francis Masyada

Secretary - Francis Masyada

Treasurer - Elaine Masyada

ARTICLE X

BYLAWS

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

ARTICLE XI

AMENDMENT

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Membership of the Corporation at a regular meeting or at a duly called special meeting of the Membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

ARTICLE XII

DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every Registered Agent, Director or Officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of November, 1996.

By: *J. D. May*

STATE OF FLORIDA }
 }
COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this ____ day of ^{November}~~October~~, 1996 by *James Thompson*, who is personally known to me.

By: *Malia L. Shamos*
NOTARY PUBLIC, STATE OF FLORIDA



MALIA L. SHAMOS
My Commission CC376068
Expires May. 30, 1998
Bonded by HAI
800-422-1555

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

Pursuant to §48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That Florida Diversified Industries, Inc. wishes to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Largo, County of Pinellas, State of Florida and has named Francis Masyada, 10650 72nd Street, Largo, Florida 33777, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping open said office.

By: 
FRANCIS MASYADA

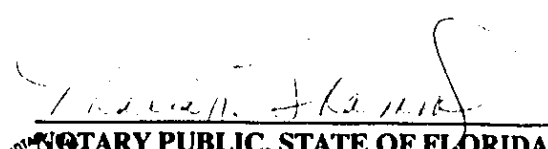
STATE OF FLORIDA }
 }
COUNTY OF PINELLAS }

FILED
96 DEC 16 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 7th day of November, 1996 by FRANCIS MASYADA, who is personally known to me or produced _____ as identification.

By:




NOTARY PUBLIC STATE OF FLORIDA
MALDA L. SHAMMOUS
My Commission CC376068
Expires May. 30, 1998
Bonded by HAI
800-422-1555