

John M S Giovannoni, EA CMA  
5039-B Louvinia Dr.  
Tallahassee, Florida 32311

April 27, 1999

N99000002577

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

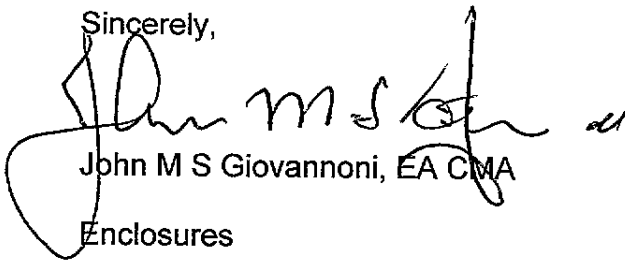
500002853775-16  
-04/27/99-01076-013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation for Partnership for Career Opportunities, Inc., as well as my check in the amount of \$87.50 made payable to the Secretary of State to cover the filing fee and certificate for the new corporation.

Should you have any questions regarding this matter, please telephone me at (904) 428-9584.

Sincerely,

  
John M S Giovannoni, EA CMA  
Enclosures

FILED

99 APR 27 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 APR 27 PM 1:25

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

WALK IN = WILL WAIT

T. SMITH APR 27 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**PARTNERSHIP FOR CAREER OPPORTUNITIES, INC.**

FILED  
99 APR 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be: PARTNERSHIP FOR CAREER OPPORTUNITIES, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be: 1398 Dunlawton Avenue, Suite 1A, Port Orange, Florida 32127.

**ARTICLE III**

The specific purposes for which the corporation is organized are exclusively charitable and educational purposes to provide adult education, rehabilitation, employment training and other skills enhancements to promote adult education, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The name and address of the initial director of this corporation is:

Any additional directors shall be elected or appointed in accordance with the bylaws of this corporation.

#### ARTICLE V

The name and the street address of the initial registered agent is:

John M S Giovannoni, EA CMA  
5039-B Louvinia Dr.  
Tallahassee, Florida 32311

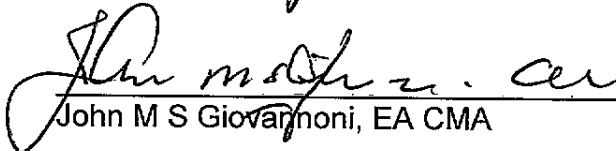
The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

John M S Giovannoni, EA CMA  
5039-B Louvinia Dr.  
Tallahassee, Florida 32311

The undersigned as Incorporator, has executed the foregoing Articles of Incorporation on this 27th day of April, 19 99.

  
John M S Giovannoni, EA CMA

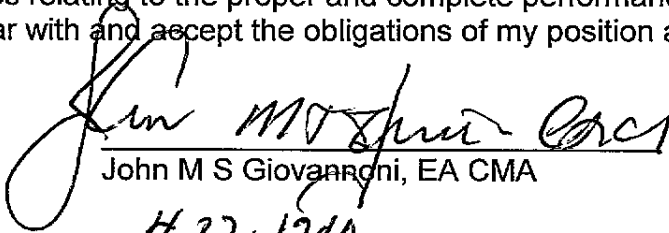
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

Partnership for Career Opportunities, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Port Orange, County of Volusia, State of Florida, has named John M S Giovannoni, EA CMA, 5039-B Louvinia Drive, Tallahassee, Leon County, Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 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.

  
John M S Giovannoni, EA CMA  
4.27.19d1  
\_\_\_\_\_  
Date

FILED  
99 APR 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA