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ANDREWS & DAVIS
ATTORNEYS AT LAW
THE PROFESSIONAL BUILDING
694 BALDWIN AVENUE, SUITE 1
DEFUNIAK SPRINGS, FLORIDA 32433

ANGUS G. ANDREWS
MARK D. DAVIS

TELEPHONE (850) 892-5838
FACSIMILE (850) 892-5837

December 28, 1999

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131.50 **87.50

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32311

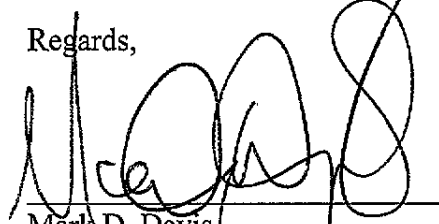
Re: PROFESSIONAL RESEARCH AND INSTRUCTIONAL SERVICES, INC.

Dear Division of Corporation:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida Corporation. Also, enclosed is a check for \$131.50 for filing of the PROFESSIONAL RESEARCH AND INSTRUCTIONAL SERVICES, INC.

Please provide a certificate of status, and a certified copy of these articles.

Regards,


Mark D. Davis
ANDREWS & DAVIS

MDD.sjd
Enclosures

FILED
1999 DEC 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 DEC 30 AM 10:42

**ARTICLES OF INCORPORATION OF
PROFESSIONAL RESEARCH AND INSTRUCTIONAL SERVICES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation shall be:

PROFESSIONAL RESEARCH AND INSTRUCTIONAL SERVICES, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

To engage in any necessary and lawful business activity allowed by law.

**ARTICLE FOUR
TAX ORGANIZATION**

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

**ARTICLE FIVE
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of each person who is to serve as a member of the initial board of directors are:

MARGARET TORREY
210 College Avenue
DeFuniak Springs, Florida 32433

**ARTICLE EIGHT
INCORPORATOR**

The name and address of incorporator is:

MARGARET TORREY
210 College Avenue
DeFuniak Springs, Florida 32433

**ARTICLES NINE
OFFICERS**

The name and address of each officer is:

MARGARET TORREY
210 College Avenue
DeFuniak Springs, Florida 32433

**ARTICLE TEN
SHARES**

The number of shares of stock as described in articles five above shall be distributed as follows:

MARGARET TORREY
210 College Avenue
DeFuniak Springs, Florida 32433

100 Shares

**ARTICLE ELEVEN
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is 210 College Avenue, DeFuniak Springs, Florida 32433.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 22nd day of December, 1999.

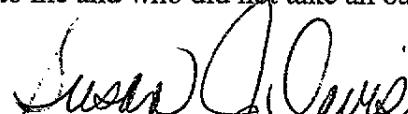

MARGARET TORREY

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 22nd day of December, 1999, by MARGARET TORREY, who is personally known to me and who did not take an oath.



Susan J Davis
My Commission CC700691
Expires December 7, 2001


Notary Public: Susan J. Davis
My Commission Expires: 12-7-2001

FILED

1999 DEC 30 AM 10:42

To: The Department of State
Tallahassee, Florida 32304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

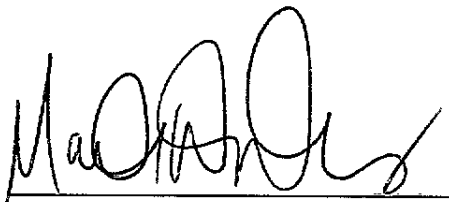
PROFESSIONAL RESEARCH AND INSTRUCTIONAL, ^{Services} INC. with its place of business at 210 College Avenue, DeFuniak Springs, Florida 32433, has named and designated Mark D. Davis, of ANDREWS & DAVIS located at 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

Dated the 22nd of December, 1999.


MARGARET TORREY
INCORPORATOR

Having been named to accept service of 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 22nd day of December, 1999.


Mark D. Davis, Registered Agent
ANDREWS & DAVIS