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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : BAKER & HOSTETLER LLP  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Hands On USA, Incorporated**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION  
OF  
HANDS ON USA, INCORPORATED**

**ARTICLE I**

**Name and Duration**

The name of the Corporation shall be Hands On USA, Incorporated. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 455 S. Orange Avenue, Suite 400, Orlando, Florida 32801.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida, 32802 . The name of the registered agent at such address is A.G.C. Co.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.10 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 S. Orange Avenue, Suite 2300 Orlando, Florida, 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person which shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Eva M. Hurst	455 S. Orange Avenue, Suite 400, Orlando, Florida 32801

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.


**ARTICLE XI**

**Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 24 day of March, 2000.

A.G.C. Co.  
By:   
Name: Ken Wright (printed)  
As its: Vice-president

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Hands On USA, Incorporated, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co. Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co., Inc.

By: 

Name: Kevin Wright (printed)  
As its: Vice President

DATED: March 24, 2000

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