

TRANSMITTAL LETTER
P00000039404

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

SUBJECT: The Reason Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900003209819--7
-04/14/00--01079--018
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jacqueline I. REASON
Name (Printed or typed)

703 5th Place SW
Address

Vero Beach FL 32966
City, State & Zip

(561) 563-2682 OR 532-2147
Daytime Telephone number

00 APR 14 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

NOTE: Please provide the original and one copy of the articles.

T BROWN APR 19 2000

ARTICLES OF INCORPORATION
of
THE REASON GROUP, INC.

FILED
00 APR 14 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of an S-CORPORATION organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this S-CORPORATION is THE REASON GROUP, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the S-corporation's initial principal office is:

703 5th Place S.W.
Vero Beach, FL 32962

ARTICLE III
SHARES

The total number of shares which the S-corporation shall have authority to issue is 0 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the S-corporation's initial registered office and the name of its initial registered agent at such address is:

Jacqueline I. Reason
The Reason Group, Inc.
703 5th Place S.W.
Indian River County
Vero Beach, FL 32962

ARTICLE V
PURPOSE

The purpose of this S-corporation is to engage in providing various services as the laws of the state permits, to include, but not be limited to consulting, handyman, lawn mowing, delivery and child care/babysitting.

**ARTICLE VI
DIRECTORS/OFFICERS**

The names and residence addresses of the persons constituting the initial board of directors are:

Jacqueline I. Reason, President & Treasurer
703 5th Place S.W.
Vero Beach, FL 32962

Julius A. Reason, Jr., Vice President
703 5th Place S.W.
Vero Beach, FL 32962

**ARTICLE VII
LIABILITY OF DIRECTORS**

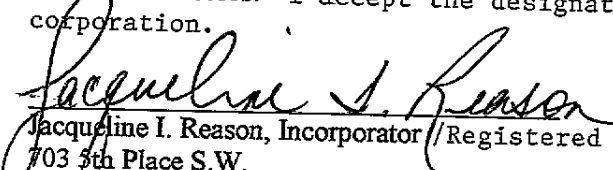
To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors. I accept the designation as Registered Agent for the above corporation.


Jacqueline I. Reason, Incorporator / Registered Agent
703 5th Place S.W.
Vero Beach, FL 32962

4-7-00
Date