

P00000062119



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 743987 123706A

AUTHORIZATION : *Patricia Pizato*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 3:36

ORDER DATE : June 26, 2000

ORDER TIME : 12:57 PM

ORDER NO. : 743987-005

CUSTOMER NO: 123706A

CUSTOMER: Michael Wilson, Esq
Olmsted & Wilson, P.a.

8000003305218--6

Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: SKILLOMATIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED
00 JUN 26 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

g 6/27/00

ARTICLES OF INCORPORATION

OF

SKILLOMATIC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 26 PM 3: 36

ARTICLE I - NAME

The name of this corporation is SKILLOMATIC, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares."

**ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 366 E. Olympia Avenue, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is Kay Miller.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Phyllis O'Reilly

43 Hide Park
Beaconsfield, Montreal
Canada H9W 5L7

ARTICLE VIII - INCORPORATOR

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

Phyllis O'Reilly

43 Hide Park
Beaconsfield, Montreal
Canada H9W 5L7

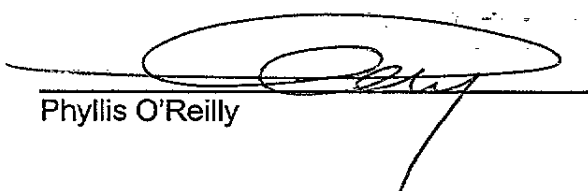
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of JUNE, 2000.

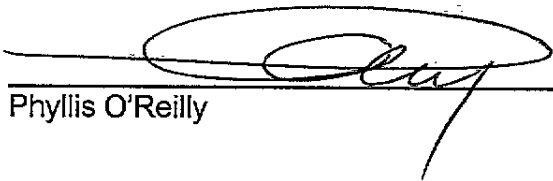

Phyllis O'Reilly

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following
is submitted:

That SKILLOMATIC, INC., desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of Incorporation, at 366 E. Olympia
Avenue, Punta Gorda, County of Charlotte, State of Florida, has named KAY MILLER
located at 366 E. Olympia Avenue, Punta Gorda, County of Charlotte, State of Florida, as
its agent to accept service of process within this State.

Dated this 22 day of JUNE, 2000.


Phyllis O'Reilly

ACKNOWLEDGMENT:

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

Dated this 20 day of JUNE, 2000.


Kay Miller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 3:36