



TAX AND CONSULTING SERVICE, INC.

ACCOUNTING • TAX PLANNING • PAYROLL • TAX PREPARATION • ESTATE PLANNING • IRS AUDITS

DOUGLAS D. ROCCAFORTE, J.D.
Member: California Bar • Accredited Tax Advisor

ADRIANE L. ROCCAFORTE, E.A.
Enrolled Agent • Member: NAEA, NATP

200000068221

July 12, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

Re: PRACADEMIA, INC.

Gentlemen:

Enclosed are:

1. Original and one copy of Articles of Incorporation for the above named entity.
2. Check in the amount of \$70.00 for filing fees and Registered Agent designation.
3. Pre-paid Airborne Express Airbill and Envelope.

Please file the original Articles and return one copy with your filing verification in the Airborne Express package enclosed.

Thank you for your courtesy and special handling of these Articles. If you have any questions, please contact our office.

Sincerely,

ADRIANE L. ROCCAFORTE
For the Firm

FILED
00 JUL 13 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

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ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the laws of The State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

PRACADEMIA, INC.

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TALLAHASSEE FLORIDA

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

**1490 Waldron Street, S.E.
Palm Bay, Florida 32909**

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding, at any one time, is:

TWO THOUSAND (2,000) SHARES

At No Dollar (\$0.00) Par Value.

All of said authorized shares of stock shall be of one class.

ARTICLE IV

The name and address of the initial Registered Agent of this corporation is:

**ADRIANE L. ROCCAFORTE
979 Croton Road
Melbourne, Florida 32935**

ARTICLE V

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this corporation are:

To do any or all of the things permitted
or provided by the laws of The State of Florida
and to the extent permitted and provided by
said laws.

ARTICLE VI

This 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 law. Every such amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved, at a shareholders meeting, by a majority of the shares entitled to vote thereon, unless all of said directors and all of said shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII

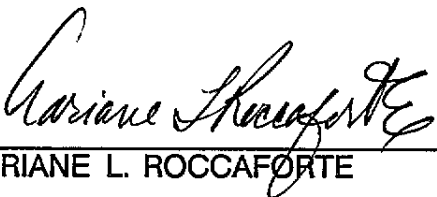
The private property of the shareholders of this corporation shall not be subject to the payment of the debts of this corporation to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness, of such shareholders, to this corporation.

ARTICLE VIII

The name and street address of the Incorporator and initial Director of the Corporation is:

ADRIANE L. ROCCAFORTE
979 Croton Road
Melbourne, Florida 32935

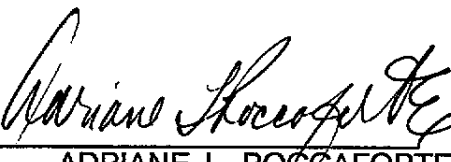
THE UNDERSIGNED INCORPORATOR has executed these Articles of
Incorporation this 11th day of July, 2000.


ADRIANE L. ROCCAFORTE

ACKNOWLEDGEMENT

Having been named as the initial Registered Agent to accept service of process, at the place designated, for the above named corporation, in the foregoing Articles of Incorporation, I hereby accept this appointment as Registered Agent 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.

Dated July 11, 2000.


ADRIANE L. ROCCAFORTE
Registered Agent For
PRACADEMIA, INC.

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00 JUL 13 AM 9:52
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TALLAHASSEE FLORIDA