

P0000000 70035

HAAG, FRIEDRICH & WILCOX, P.A.

ATTORNEYS AT LAW

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

*JEANNETTE M. HAAG**

*JOHNNYE L. FRIEDRICH

LARRY M. HAAG†

DAVID L. WILCOX
1949-1997

*CERTIFIED FAMILY LAW MEDIATOR
**CERTIFIED CIRCUIT COURT MEDIATOR

ABOARD CERTIFIED CITY, COUNTY
AND LOCAL GOVERNMENTAL LAW
OF COUNSEL

TELEPHONE
352 / 726-0901

FAX
352 / 726-3345

July 14, 2000

000003328110--6
-07/19/00--01078--010
*****78.75 *****78.75

FILED
JUL 19 AM 9:58
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

RE: Discover Training, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed herewith is our check for \$78.75 to cover your fee.

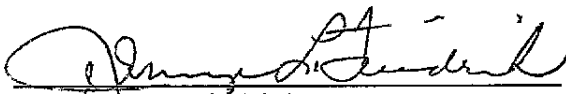
Please forward the certified copy and letter of acknowledgment to the undersigned.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Yours truly,

HAAG, FRIEDRICH & WILCOX, P.A.

By:


Johnnye L. Friedrich

JLF/pd
Enclosures

JLF 7/24

ARTICLES OF INCORPORATION

OF

DISCOVER TRAINING, INC.

The undersigned, acting as incorporator of the corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

DISCOVER TRAINING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to engage in the business of soft skills training, to include, but not be limited to, conducting seminars in management skills and other business related areas, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue is

FILED
00 JUL 19 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Two Thousand Five Hundred (2,500) shares of \$1.00 par value common stock which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

67 S.J. Kellner Boulevard
Beverly Hills, Florida 34465

and the name of the initial registered agent at such address is:

SHARON DEE BROWN

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall be Sharon Dee Brown, who shall serve as director until the first annual meeting of the shareholders or until her successors shall have been elected and qualified. The address of the initial director is:

SHARON DEE BROWN
67 S.J. Kellner Boulevard
Beverly Hills, Florida 34465

The number of members of the Board of Directors may be increased by a majority vote of shareholders.

ARTICLE VII. INITIAL INCORPORATORS

The names and addresses of the initial incorporator is:

SHARON DEE BROWN

who resides at:

67 S.J. Kellner Boulevard
Beverly Hills, Florida 34465

ARTICLE VIII.

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX.

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

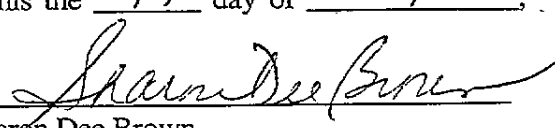
The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock originally authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE

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

67 S.J. Kellner Boulevard
Beverly Hills, Florida 34465

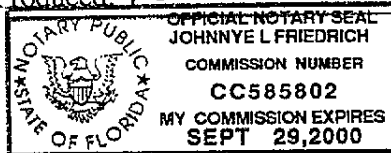
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Citrus County, Florida on this the 17th day of July, 2000.


Sharen Dee Brown
Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 17th day of July, 2000, by SHARON DEE BROWN, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced: FL DL B 650-784-61-771-D



Johnnye L. Friedrich
NOTARY PUBLIC Johnnye L. Friedrich
My Commission Expires: Sept 29, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

DISCOVER TRAINING, INC.

2. The name and address of the registered agent and office is:

SHARON DEE BROWN
67 S.J. Kellner Boulevard
Beverly Hills, Florida 34465

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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.

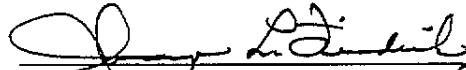
Sharon Dee Brown
SHARON DEE BROWN

7-17-2000
Date

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 17th day of July, 2000, by SHARON DEE BROWN, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced: FL DL B650-784-61-771-0


NOTARY PUBLIC Johnnie L. Friedrich
My Commission Expires: Sept 29, 2000

