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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**KnowledgeSpot, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
KNOWLEDGESpot, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be **KNOWLEDGESpot, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 7512 Dr. Phillips Boulevard, Suite 50, PMB 910, Orlando, Florida 32819.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 7512 Dr. Phillips Boulevard, Suite 50, PMB 910, Orlando, Florida 32819. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is **RICHARD KEMP**. The Board of Directors may from time to time designate a new registered agent.

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This instrument prepared by:  
Stephen R. Looney  
FL BAR 0628344  
200 South Orange Avenue, Suite 2600  
Orlando, FL 32801  
(407) 244-1148

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### **ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
RICHARD KEMP	7512 Dr. Phillips Boulevard Suite 50, PMB 910 Orlando, Florida 32819

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be (two) (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
RICHARD KEMP	7512 Dr. Phillips Boulevard Suite 50, PMB 910 Orlando, Florida 32819
CHRISTINE KEMP	7512 Dr. Phillips Boulevard Suite 50, PMB 910 Orlando, Florida 32819

### **ARTICLE VII - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

### **ARTICLE VIII - DATE OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

**ARTICLE IX - INDEMNIFICATION**


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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 15 day of August, 2000.

  
Richard Kemp

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Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Richard Kemp

Date: August 15, 2000

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