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MEMBER OF FLORIDA  
AND D.C. BARS

FILED  
00 OCT 15 AM 10:08  
SEC. OF STATE  
TALLAHASSEE, FLORIDA  
ESD, I.D. # 59-3436548

October 3, 2000

Department of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

7000003415257-2  
-10/05/00-01086-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: AssistU, Inc.

Gentlemen:

Enclosed you will find two duplicate original Articles of Incorporation for the above referenced corporation along with Resident Agent Form. Please file these documents with the Secretary of State and return one certified copy of the articles to me at the above address once filed. Also enclosed is a check in the amount of \$78.75 to cover filing fee, registered agent fee and a certified copy.

Mrs. Leete, who has reserved the servicemark AssistU under No. 00000000062 with your offices, has authorized the above corporation the use of such name (see enclosed letter). Thank you for your attention to this matter.

Yours very truly,



Lawrence H. Katz

LHK/rb

Enclosures

corporations\assistu\sec.state

Same person has Reserved  
Servicemark 00000000062  
Linda L. Leete

10-6

**ARTICLES OF INCORPORATION**

**OF**

**AssistU, INC.**

**FILED**  
00 OCT -5 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be AssistU, INC., a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 1427 Georgia Boulevard, Orlando, Florida 32803. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is

Linda L. Leete  
1427 Georgia Boulevard  
Orlando, Florida 32803

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one

member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda L. Leete	1427 Georgia Boulevard Orlando, Florida 32803

7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

9. **AMENDMENT.** The Corporation reserves the right to amend, alter, change,

repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 2nd day of October, 2000.

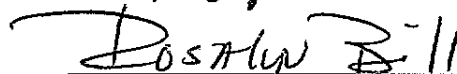
  
Linda L. Leete

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Linda L. Leete, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath ~~(was)~~ (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of October, 2000.

  
Notary Signature

  
Printed Notary Signature

My Commission Expires:

corporate\assista\articles.inc

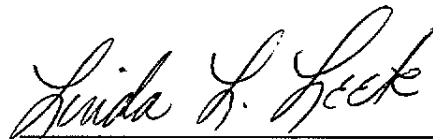


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING**  
**UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that AssistU, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Linda L. Leete, 1427 Georgia Boulevard, Orlando, Florida 32803, as its agent to accept process within this state.

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



\_\_\_\_\_  
Linda L. Leete, Resident Agent

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**FILED**  
00 OCT -5 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA