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October 26, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/27/00--01078--012
*****78.75 *****78.75

Re: **Personal Development Systems, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Personal Development Systems, Inc., together with our check in the amount of \$78.75 for filing fees. Please file the original of the document, and certify and return the copies to me by regular U.S. mail.

Please feel free to call if you have any questions.

Sincerely,

Kathleen M. Smith

Kathleen M. Smith, CLAS
Certified Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/kms
Enclosures

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00 OCT 27 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PERSONAL DEVELOPMENT SYSTEMS, INC.

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

ARTICLE I

Name

The name of the corporation is **Personal Development Systems, Inc.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 1604 Regatta Drive, Suite 200, Amelia Island, Florida 32034.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of Class A voting stock and 1,000,000 shares of Class B non-voting stock having a par value of \$.10 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1604 Regatta Drive, Suite 200, Amelia Island, Florida 32034, and the name of the initial registered agent of this corporation at that address is Stan Cottle.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

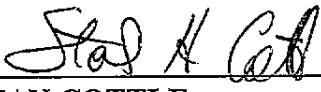
Stan Cottle
1604 Regatta Drive, Suite 200
Amelia Island, Florida 32034

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 26th day of October, 2000.

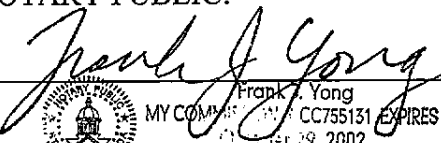



STAN COTTLE

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of October, 2000, by Stan Cottle, who is personally known to me and who took an oath.

NOTARY PUBLIC:



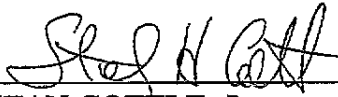
 Frank J. Yong
MY COMMISSION CC755131 EXPIRES
OCTOBER 29, 2002
EDWARD TALENT INCORPORATED INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

STAN COTTLE, desiring to organize or qualify under the laws of the State of Florida hereby designates STAN COTTLE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1604 Regatta Drive, Suite 200, Amelia Island, Florida 32034.**

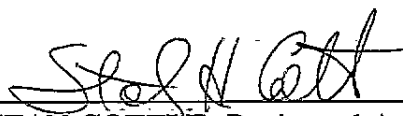
DATED this 26th day of October, 2000.



STAN COTTLE, Incorporator

Having been named as registered agent 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.

DATED this 26th day of October, 2000.



STAN COTTLE, Registered Agent

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00 OCT 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA