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November 15, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

100003472941--7
-11/21/00--01080--001
*****70.00 *****70.00

Re: TRANSITION CONSULTANTS, INC.

Dear Sir/Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fee. Once the Articles have been filed, please return the conformed copy to our office in the enclosed self-addressed, stamped envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Sincerely,

Renee Gariepy

Renee Gariepy
Legal Secretary

/rg

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSITION CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: TRANSITION CONSULTANTS, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 7232 Brambury Court, Sarasota, Florida 34238 and the initial registered agent of this Corporation at such office shall be M. RICHARD KENNARD who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of directors be less than one (1) nor more than four. The names and addresses of the directors constituting the initial Board of Directors are:

M. RICHARD KENNARD

7232 Brambury Court
Sarasota, FL 34238

ARTICLE VII - MAILING and CORPORATE ADDRESS

The principal address for the corporation is:
7232 Brambury Court, Sarasota, FL 34238

The mailing address for the corporation is:
7232 Brambury Court, Sarasota, FL 34238

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

M. RICHARD KENNARD

7232 Brambury Court
Sarasota, FL 34238

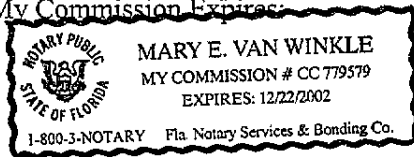


M. RICHARD KENNARD, Incorporator

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this 15 day of November, 2000, by M. RICHARD KENNARD, who is personally known ✓ OR _____ who produced a driver's license as identification.

My Commission Expires:





Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TRANSITION CONSULTANTS, INC., at the place designated in the Articles of Incorporation, M. RICHARD KENNARD agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: November 15, 2000



M. RICHARD KENNARD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA