

PO1000013352

TRANSMITTAL LETTER

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

000003633800--2  
-02/05/01--01130--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Learning2see Consulting Corporation

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Marc Stephen Himebaugh  
Name (Printed or typed)

4326 Hawks Nest Drive  
Address

Lutz, Florida 33549  
City, State & Zip

Day: (727) 519-7429 Eve: (813) 969-4064  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

pcw  
2/6/01

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### ARTICLE I NAME

The name of the corporation shall be: Learning2see Consulting Corporation

### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: 4326 Hawks Nest Drive  
Lutz, Florida 33549  
Tele: (813) 969-4064

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Learning2see Consulting Corporation  
is being organized as a Closely Held Corporation for the purpose of providing Management Consulting Services to businesses nationally and globally.

### ARTICLE IV SHARES

The number of shares of stock is: 30,000 at no-par (authorized)  
Stock will be restricted as to transferability (see attached article additions)

### ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es): Initial Directors:  
Marc S. Himebaugh and Colleen P. Himebaugh of 4326 Hawks Nest Drive Lutz, FL 33549

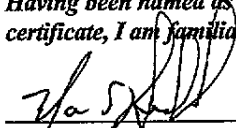
### ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is: Marc Stephen Himebaugh  
4326 Hawks Nest Drive, Lutz, FL 33549

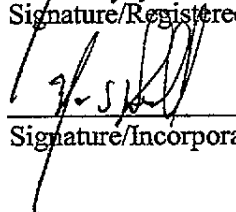
### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: Marc Stephen Himebaugh  
4326 Hawks Nest Drive Lutz, FL 33549

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

February 5, 2001  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

February 5, 2001  
\_\_\_\_\_  
Date

ARTICLES OF INCORPORATION (continued):

Learning2see Consulting Corporation  
(being organized as a Closely held Corporation)

- Article 42 Each stockholder shall offer; first to the Corporation, followed by the majority stockholder, and then to other stockholders of the Corporation, a "First Refusal" option to purchase the shares should the shareholder elect to sell his/her stock.
- Article 43 Prior consent: Consent to any proposed transfer of shares must be made by the Corporation.
- Article 45 Buy Back Provision: The Corporation reserves the right to buy back all outstanding shares of common stock from shareholders at an appropriate time in the future. The Corporation will pay a premium over the original subscription price to exercise this right.