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January 31, 2001

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

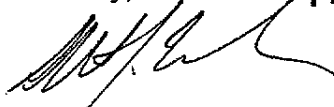
Re: Tompkins Training, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation and a check for \$78.75 for filing fee and certified copy of same regarding the above-referenced matter.

Thank you for your assistance in this regard. If you should have any questions or comments, please do not hesitate to contact me.

Sincerely,



Scott J. Uricchio

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure

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ARTICLES OF INCORPORATION
OF
TOMPKINS TRAINING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida:

ARTICLE I
NAME

The name of the corporation is: TOMPKINS TRAINING, INC.

ARTICLE II
PRINCIPAL OFFICE

The address of the corporation's principal office is: 12037 LAKE BUTLER BLVD.,
WINDERMERE, FL 34786-7822.

ARTICLE III
INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation, is CHARLES (CHUCK)
TOMPKINS who is located at 12037 LAKE BUTLER BLVD., WINDERMERE, FL 34786-7822.

ARTICLE IV
DURATION

The effective date of this corporation shall be immediate or the date of filing of these Articles of Incorporation whichever is the earliest allowable by law. The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is Two (2) shares. These shares shall be of a single class of common stock, and shall have a no par value.

ARTICLE VI
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

ARTICLE VII
INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Scott J. Uricchio, Esq.
746 N. Magnolia Ave.
Orlando, FL 32803

ARTICLE VIII
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is TWO (2), and the name(s) and address(es) of the initial director(s) is/(are):

Charles (Chuck) Tompkins
12037 Lake Butler Blvd.
Windermere, Florida 34786

Kathy Tompkins
12037 Lake Butler Blvd.
Windermere, Florida 34786

The initial director(s) shall hold office until his/her (their) successor(s) is/are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changes by a bylaw duly adopted by the shareholders.

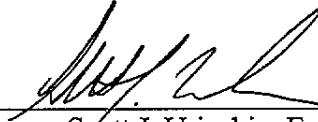
ARTICLE IX **BYLAWS**

The initial director(s) shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Sixty (60) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE X **DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, first be applied to payment of debts. Then, after payment of all debts of the corporation, any net profit shall be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the

The undersigned incorporator of this corporation has executed these articles of incorporation in Orlando, Orange County, Florida this 31st day of January 2001.



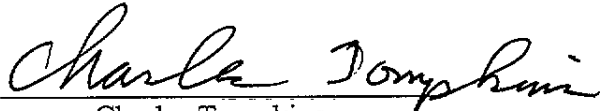
Scott J. Uricchio, Esq.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
TOMPKINS TRAINING, INC.**

Pursuant to §48.091, Florida Statutes. The following is submitted, in compliance with said Act:

That TOMPKINS TRAINING, INC. desiring to organize under the laws of the State of Florida with its principle office located at 12037 LAKE BUTLER BLVD., WINDERMERE, FL 34786-7822 has named CHARLES (CHUCK) TOMPKINS at the same address as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated 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.



Charles Tompkins
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA