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REPLY TO:
MIAMI ☐
OKEECHOBEE ☐

REF. TO FILE NO.

P01000013836

January 31. 2001

Secretary of State
Division of Corporations
The Capitol
Room 2001
Tallahassee, FL 32301

Re: E-Problemsolver, Inc.

200003633572--5
-02/05/01-01098-017
*****78.75 *****78.75

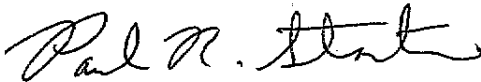
Dear Sir:

I am enclosing the original and one copy of the Articles of Incorporation for E-Problemsolver, Inc. together with a check for the filing fee of \$78.75.

Please file these Articles and return a certified copy to my attention.

Thank you.

Very truly yours,



PAUL R. STANTON
PRS/mh
Enc.

FILED
01 FEB -5 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. CHESLER FEB 7 2000

ARTICLES OF INCORPORATION

OF

E-PROBLEMSOLVER, INC.

ARTICLE I - NAME

The name of the corporation is: **E-PROBLEMSOLVER, INC.**

The address of the principal office of this corporation is 1231 Ferdinand Street, Coral Gables, Florida 33134, and the mailing address for the corporation will be the same.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III- PURPOSE

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

ARTICLE IV - COMMON SHARES

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated common shares.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1231 Ferdinand Street, Coral Gables, Florida 33134.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this corporation at this address is:

**Shannon A. Barker
1231 Ferdinand Street
Coral Gables, Florida 33134**

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**David Barker
1231 Ferdinand Street
Coral Gables, Florida 33134**

**Shannon A. Barker
1231 Ferdinand Street
Coral Gables, Florida 33134**

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

**Shannon A. Barker
1231 Ferdinand Street
Coral Gables, Florida 33134**

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of January, 2001.

Shannon A. Barker
SHANNON A. BARKER

STATE OF FLORIDA)

)ss:

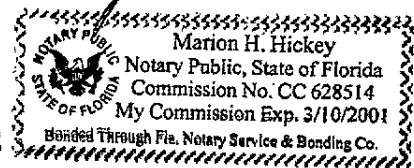
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared SHANNON A. BARKER, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of January, 2001.

Marion H. Hickey
Notary Public, State of Florida

My commission expires:



REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as Registered Agent of the corporation.

Shannon A. Barker
SHANNON A. BARKER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB -5 AM 7:42

FILED