

PO100003781

SHARON B. JONES
2350 Bedman Creek Place
Alva, Florida 33920

March 27, 2001

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*****78.75 *****78.75

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

Re: **Northpointe Professional Development, Inc.**

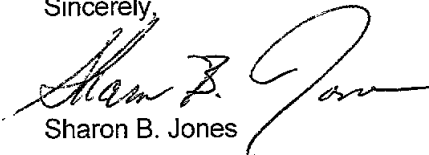
Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced Florida corporation, as well as my check in the amount of \$78.75 in payment of the statutory filing fees and certificate of status.

Please file the Articles of Incorporation and place your "Filed" stamp on the enclosed copy of the same, and issue a Certificate of Status. Please return the evidence of the filing to the undersigned's attention.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,


Sharon B. Jones

Enclosures
773742

FILED
01 APR -4 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-9-01
WC

ARTICLES OF INCORPORATION

OF

NORTHPOINTE PROFESSIONAL DEVELOPMENT, INC.

FILED
01 APR -4 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: **NORTHPOINTE PROFESSIONAL DEVELOPMENT, INC.** The mailing and street address of the Corporation is 6213 Tanager Place, Temple Terrace, FL 33617.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

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

ARTICLE IV

Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 6213 Tanager Place, Temple Terrace, FL 33617, and the name of its initial registered agent at such address is Wayne A. Slater.

ARTICLE VII
Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Sharon B. Jones	2350 Bedman Creek Drive Alva, Florida 33920
Gregory H. Jones	22011 Palm Beach Blvd. Alva, Florida 33920
Wayne A. Slater	6213 Tanager Place Temple Terrace, Florida 33617

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Sharon B. Jones	2350 Bedman Creek Drive Alva, Florida 33920

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30th day of March, 2001


SHARON B. JONES

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


WAYNE A. SLATER

Dated: March 30, 2001

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