CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 000004418130 -06/13/01--01070--015 **维林林林78.75** *****78.75 Art of Inc. File LTD Partnership File___ Foreign Corp. File_ L.C. File_ Fictitious Name File Trade/Service Mark Merger File __ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement____ Cert. Copy__ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name_____ Corp Record Search____ Officer Search Fictitious Search Signature Fictitious Owner Search___ Vehicle Search Driving Record Requested by: UCC 1 or 3 File J. BRYAN JUN 1 3 2001

UCC 11 Search

Courier

UCC 11 Retrieval

Name

Walk-In

Ponder's Printing - Thomasville, GA 8/00

Date

Will Pick Up

Time

ARTICLES OF INCORPORATION

OF

PRODUCTIVITY BY DESIGN OF MELBOURNE, INC.



<u>ARTICLE I - CORPORATE NAME</u>

The name of this corporation is PRODUCTIVITY BY DESIGN OF MELBOURNE, INC., whose initial principal office address is 409 Carmel Drive, Melbourne, Florida 32940 and whose mailing address is 7777 North Wickham Road, No. 12-216, Melbourne, Florida 32940-7979.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael J. Reynolds 2109 S. Palm Boulevard Melbourne, FL 32901

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial director of this corporation is:

Michael J. Reynolds 2109 S. Palm Boulevard Melbourne, Florida 32901

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

Michael J. Reynolds 2109 S. Palm Boulevard Melbourne, Florida 32901

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the

foregoing Articles of Incorporation on the//	_ day of June, 2001.
	MICHAEL J. REYNOLDS Incorporator

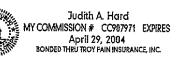
STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this ______ day June, 2001 by MICHAEL J. REYNOLDS who is personally known to me or who has produced personally known as identification.

Notary Public

Print Name: Judith A. Hard

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, <u>Florida Statutes</u>, the following is submitted in compliance with said act:

FIRST: That PRODUCTIVITY BY DESIGN OF MELBOURNE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named MICHAEL J. REYNOLDS, 2109 S. Palm Boulevard, Melbourne, Florida 32901 its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

MÍCHAEL J. REYNOLDS

Registered Agent

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