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**WILLIE E. PINKNEY, Ph. D.**

1630 West Union Street  
Jacksonville, Florida 32209  
(904) 356 - 5265

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-06/24/02--01069-004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32209

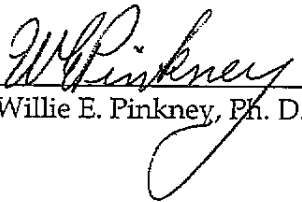
June 22, 2002

**Reference:** Letter transmitting filing documents for the incorporation of Profitable Paradigms International, Inc. in the State of Florida.

Please find attached the articles of incorporation, fee sheet and an \$87.<sup>50</sup> money order, to cover the filing cost for the legally organization and registration of incorporation of topic.

An Inter-Net search was conducted on the corporation's name to determine the availability of Profitable Paradigms International, Inc. The name was not in use elsewhere in the State of Florida, there-by validating its use by this applicant.

Sincerely;

  
Willie E. Pinkney, Ph. D.

FILED  
2002 JUN 24 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

106-25-02

FILED

2002 JUN 24 AM 9:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

PROFITABLE PARADIGMS INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Profitable Paradigms International, Inc.

ARTICLE II PRINCIPLE OFFICE

The principal place of business/mailling address is: 1630 West Union Street, Jacksonville, Florida

ARTICLE III PURPOSE

This corporation may engage in any activity or business permitted by and under the laws of the United States and the State of Florida. The above name corporation will own and operate businesses, as well as, provide consultation and training services to a broad range of public and private sector institutions and organizations.

ARTICLE IV STOCK SHARES (CAPITAL STOCK)

The maximum number of stock shares this corporation is authorized to have outstanding at any period of time is One Hundred Shares of Common Stock, each share having the par value of One Dollar (\$1.00) Per Share.

ARTICLE V INITIAL CAPITAL

The amount of the capital stock which this corporation shall begin business is One Hundred Dollars (\$100.00).

ARTICLE VI TERM OF EXISTENCE

This Corporations' existence shall be perpetual.

ARTICLE VII DIRECTORS

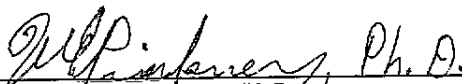
The number of directors constituting the initial Board of Directors of the Corporation will be three. The names and addresses (including street and number) of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Dr. Willie E. Pinkney Managing Director / President 1630 West Union Street Jax, Florida 32209

Mr. Hodari A. Pinkney Director / Secretary 1630 West Union Street Jax, Florida 32209

Mr. Onaje A. Pinkney Director / Treasurer 1630 West Union Street Jax, Florida 32209

I Willie E. Pinkney of 1630 West Union Street Jacksonville, Florida 32209, as Managing Director have a thorough knowledge and Understanding of all responsibilities incumbent upon me as the corporate registered agent for Profitable Paradigms International, Inc.

  
Willie E. Pinkney, Ph.D.

ARTICLE VIII INCORPORATORS

The names of each incorporator, including street number and address are:

<u>Dr. Willie E. Pinkney, Managing Director / President</u>	1630 West Union Street Jax, Florida 32209
<u>Mr. Hodari A. Pinkney, Director / Secretary</u>	1630 West Union Street Jax, Florida 32209
<u>Mr. Onaje A. Pinkney, Director / Treasurer</u>	1630 West Union Street Jax, Florida 32209

ARTICLE X REGISTERED OFFICER AND REGISTERED AGENT

The street address of the Initial Registered Office of the Corporation is 1630 West Union Street Jacksonville, Florida 32209, and the name of this Corporation's Registered Agent is Dr. Willie E. Pinkney, whose address is 1630 West Union Street Jacksonville, Florida 32209. I (Dr. Willie E. Pinkney) hereby accept the office and do agree to do the job of operating this Corporation to the best of my ability.

  
Willie E. Pinkney, Ph. D.