

*Nancy A. Rossman, Attorney At Law*

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Orlando, Florida 32835  
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**PO2000109065**

October 7, 2002

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Fresh Produce Pictures Unlimited  
Training for Interaction, Inc.

Dear Sir or Madam:

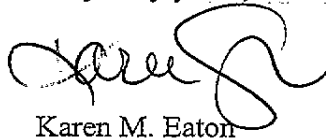
Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for both of the above referenced corporations. Please file the Articles with the Florida Secretary of State and return the certified copy of said Articles to the undersigned in the envelope provided for your convenience. Also enclosed is our checks in the amount of \$122.50 each to cover the costs of filing as follows:

\$35.00	Articles of Incorporation Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy of Articles of Incorporation

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-10/08/02--01046--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Thank you for your prompt attention to this matter. Should you have any questions please do not hesitate to contact me.

Very truly yours,

  
Karen M. Eaton

Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
TRAINING FOR INTERACTION, INC.**

The undersigned, acting as sole incorporator, desiring to form a Corporation, for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the Corporation (the "Corporation") shall be **TRAINING FOR INTERACTION, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

(1) The general purposes for which the Corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, ware, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance, association, cooperative association, fraternal benefit society, state fair, or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of share of capital stock that the Corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of (\$.01) per share.

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**ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF  
BUSINESS AND REGISTERED AGENT**

The initial street address of the registered office of the Corporation in the State of Florida and the principal place of business for the Corporation is 8954 Elliott's Ct. Orlando, Florida, 32836. The name of the initial registered agent of the Corporation at such address is Gary Rorman.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of the corporation shall be two (2).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

<b>Name</b>	<b>Address</b>
<b>Gary Rorman</b>	<b>8954 Elliott's Court, Orlando, FL 32836</b>
<b>Paula M. Rossman</b>	<b>8954 Elliott's Court, Orlando, FL 32836</b>

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Gary Rorman</b>	<b>8954 Elliott's Court Orlando, Florida 32836</b>

**ARTICLE VIII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of

Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the Corporation.

#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3<sup>rd</sup> day of October, 2002.

  
Gary Rorman

  
Paula M. Rossman

STATE OF FLORIDA       )  
                                  )S.S.:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of October, 2002

 Karen M Eaton  
My Commission DD087128  
Expires March 01, 2006

  
NOTARY PUBLIC

My Commission Expires:

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned, Nancy A. Rossman, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligation imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

  
Gary Rorman

**PROCEEDINGS OF THE INCORPORATOR  
OF  
TRAINING FOR INTERACTION, INC.**

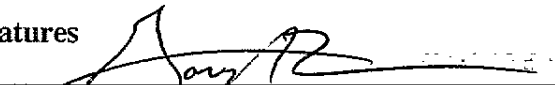
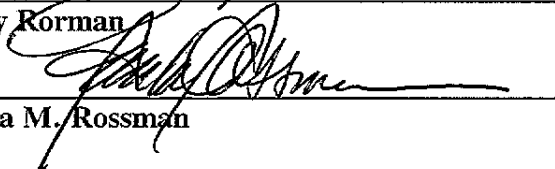
**THE UNDERSIGNED**, being the sole incorporator **TRAINING FOR INTERACTION, INC.**, a Florida Corporation (the "Corporation"), hereby affirmatively adopts the following recitals and resolutions:

**WHEREAS**, the Corporation is authorized to have 100,000 Common Shares issued and outstanding, and no offering of such shares has heretofore been made, and it is now necessary for the Corporation to solicit and accept subscriptions for such shares:

**NOW THEREFORE, BE IT RESOLVED**, that in accordance with the foregoing recitals, the following subscriptions for the Common Shares of the Corporation were received and accepted by the incorporator:

**SUBSCRIPTIONS:**

The undersigned hereby subscribes for the number of shares indicated below opposite their respective signatures, and agree to pay therefore the sum per share set forth opposite such signatures:

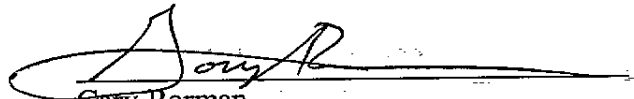
Signatures	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Aggregate Price</u>
 _____ Gary Rorman	50.000	.01	500.00
 _____ Paula M. Rossman	50.000	.01	500.00

The subscriptions for the shares of the Corporation set forth above, at the price per share set forth opposite the signatures of the subscribers were accepted, and the following Certificate of the Incorporator was duly executed.

**CERTIFICATE OF THE INCORPORATOR**  
**OF**  
**TRAINING FOR INTERACTION, INC.**

The undersigned, being the sole incorporator of the above named Corporation, does hereby certify that subscriptions for shares of the Corporation have been received and accepted in an amount at least equal to the aggregate par value of all shares issued in accordance with the foregoing subscriptions.

3<sup>rd</sup> IN WITNESS WHEREOF, the undersigned has executed this document as of the  
day of October, 2002.

  
Gary Rorman

**TRAINING FOR INTERACTION, INC.**

**DIRECTORS' ACTION BY WRITTEN CONSENT**

Pursuant to the authority of § 607.0821 of the Florida Business Corporation Act, the undersigned, consisting all of the Directors of **TRAINING FOR INTERACTION, INC.**, a Florida Corporation (the "Corporation"), do hereby affirmatively vote for, consent to, adopt, and approve the following recital and resolutions:

**ELECTION OF OFFICERS**

RESOLVED, that the following persons be, and they hereby are, elected to serve as all of the officers of the Corporation, and, in the capacities indicated, to hold such offices until their successors are duly elected and qualified:

President

**Gary Rorman**

Vice President/Secretary/Treasurer

**Paula M. Rossman**

**ESTABLISHMENT OF FISCAL YEAR**

RESOLVED, that the financial affairs of the Corporation be, and they hereby are, established on a calendar year basis.

**ADOPTION OF FORM OF CERTIFICATE**

RESOLVED, that form of certificate of Common Shares of the Corporation attached hereto, and made a part hereof, marked Exhibit A, be, and the same hereby is, approved.

**ADOPTION OF CORPORATE SEAL**

RESOLVED, that the Corporation adopt and approve, and it does hereby adopt and approve of, the following form of corporate seal:

**DESIGNATION OF DEPOSITORY**

RESOLVED, that SunTrust Bank (the "Bank"), be, and it hereby is, designated as the depository of the Corporation, and that the Secretary of the Corporation certify the resolution for the Bank attached hereto as Exhibit B, and made a part hereof, and that the Corporation resolves the resolution contained in said resolution, and hereby adopts the same.

### ISSUANCE OR CERTIFICATES FOR STOCK

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, authorized and directed, by and on behalf of the Corporation, to sign and deliver certificates evidencing ownership of Common Shares of the Corporation to those individuals who have heretofore subscribed to such shares.

### AUTHORIZATION OF PAYMENT OF ORGANIZATIONAL EXPENSES

RESOLVED, that the expenses heretofore incurred by the Corporation be, and the same hereby are, assumed and agreed to be paid by the Corporation, and that the Corporation shall reimburse and pay the incorporator all of the funds so expended by him, including are filing fees and legal fees.

### AUTHORIZATION OF S CORPORATION STATUS

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed by and on behalf of the Corporation to cause this Corporation to take all action necessary to qualify as a "S Corporation", as that term is defined in §1361, et seq., of the Internal Revenue Code of 1986, as amended.

### GENERAL RESOLUTION

RESOLVED, that the sole officers of the Corporation be, and they hereby are, authorized and directed by and on behalf of the Corporation, to do any and all things necessary and incidental to the general management, control, and operation of the Corporation for general purposes for which the same was formed under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 3<sup>rd</sup> day of October, 2002.

Directors

  
Gary Rorman

  
Paula M. Rosman

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