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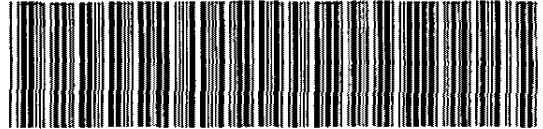
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAH. FLORIDA

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CB 6-14

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Skill4U, Inc.**

Enclosed are an original and two (2) copies of the articles of incorporation and a check for:

Filing Fee \$70.00  
Certificate of Status \$8.75  
Certified Copy \$8.75  
Total \$87.50

**FROM:**

Joe Marino, Executive Director  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958  
(772) 234-8289



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 24, 2004

JOE MARINO3

SUBJECT: SKILL4U, INC.  
Ref. Number: W04000019997

We have received your document for SKILL4U, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 704A00036235



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 1, 2004

JOE MARINO3  
9611 N US HWY 1 PMB 338 2ND ML  
SEBASTIAN, FL 32958

SUBJECT: SKILL4U, INC.  
Ref. Number: W04000019997

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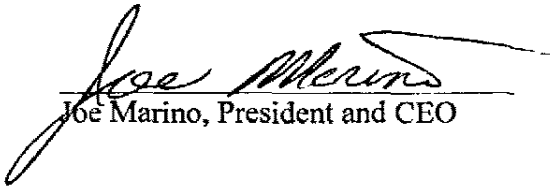
Letter Number: 704A00036235

TO: Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Subject: Affidavit of non-intention of revoking voluntary dissolution and name release

Having voluntarily dissolved the **Not For Profit Corporation, SKILL4U, Inc.**, we hereby state that we have NO intention of revoking the voluntary dissolution and request the name Skill4u, Inc. be released to the **For Profit Corporation, SKILL4U, Inc.** (please see accompanying Articles of Incorporation for the For Profit Corporation SKILL4U, Inc.).

Thank You

  
Joe Marino, President and CEO

6/6/04  
Date

Contact Information:

Joe Marino, Executive Director  
9611 North US HWY 1, PMB 338  
Sebastian, FL 32958

772.234.8289

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04 JUN 14 PM 3:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**of**

**SKILL4U, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation In Compliance with Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is Skill4U, Inc. (hereinafter called the "Corporation")

**ARTICLE II - PURPOSE of CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business / mailing address of this corporation is:  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

**ARTICLE IV - INCORPORATOR**

The name and address of the Incorporator is:

Joe Marino, Executive Director  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

## **ARTICLE V - OFFICERS**

The officers of the corporation shall be appointed by the Executive Director or as specified in the By-laws of the Corporation. The initial officers are:

Joe Marino, Executive Director  
Joe Marino, President and CEO  
Marchita H. Marino, Senior Vice President  
Joe Marino, Secretary  
Joe Marino, Treasurer

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE VI - DIRECTORS**

The board of directors of the corporation shall be comprised of each officer of the Corporation plus others, when applicable, as appointed by the Executive Director. The board will meet as prescribed in the By-Laws of the Corporation. The Executive Director will act as Chairman of the Board. The directors' addresses shall be the same as the principal office of the Corporation.

## **ARTICLE VII - CORPORATE CAPITALIZATION**

The maximum number of shares that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having a par value of ONE CENT (\$.01).

All holders of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature: provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into share of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE VIII - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock of the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

### **ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of the stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file and can be obtained by contacting the Secretary of the Corporation at the principal address of the Corporation.

### **ARTICLE X - CORPORATE POWERS**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### **ARTICLE XI - TERM**

The term of the Corporation shall be perpetual until dissolved by due process of law.

#### **ARTICLE XII - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XIII - REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Joe Marino  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

#### **ARTICLE XIV - BY-LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take action for the making, alteration, amendment or repeal of the By-Laws.

#### **ARTICLE XV - EFFECTIVE DATE**

The effective date of the Incorporation shall be immediately upon approval of the Secretary of State, Florida as evidenced by the date of filing.

**ARTICLE XVI - AMMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE XVII - LIABILITIES FOR DEBTS**

Neither the Board of Directors nor the Officers of the Corporation shall be held liable for the debts of the Corporation.

**ARTICLE XVIII- INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made party by reason of his being or having been a Director or Officer of the Corporation (whether or not he/she is a Director or Officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Joe Marino  
Joe Marino, Registered Agent

May 15, 2004  
Date

Joe Marino  
Joe Marino, Executive Director (Incorporator)

May 15, 2004  
Date