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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 14 2007

John Hugh Shannon, PA

Attorneys and Counsellors at Law

John Hugh Shannon
Civil Trial Board Certified
Workers' Compensation Board Certified

March 5, 2007

5300 South Florida Avenue
Suite 5
Lakeland, Florida 33813-4904
(863) 619-7464

Attn: Eglis

Facsimile Copy:
(863) 619-8276

Certified Mail Return Receipt Requested

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: ProsystemOne, Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation for ProsystemOne, Inc. and Check No. 17289 in the amount of \$78.75 for the filing fee, designation of the Registered Agent and a Certificate of Status, which are self-explanatory. Should you have any questions, please do not hesitate to contact our office.

We appreciate your cooperation and expeditious response.

Very truly yours,

John Hugh Shannon

JHS:en

cc: Mr. Thomas Armour
Mr. Giove G. Pici

Enclosure(s)

Certified Mail No. 7003 1010 0000 8709 6811

ARTICLES OF INCORPORATION
of
PROSYSTEMONE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME OF THE CORPORATION

The name of the corporation is **ProsystemOne, Inc.**

ARTICLE TWO
COMMENCEMENT AND DURATION OF THE CORPORATION

The duration of the corporation is perpetual, unless otherwise provide by law. The Corporate existence shall commence as of the date and time of filing of these Articles of Incorporation with the Department of State of the State of Florida, and continue thereafter as herein provided.

ARTICLE THREE
PURPOSE/PURPOSES OF THE CORPORATION

The general purposes for which the corporation is organized are as follows:

A. To engage in any and all lawful business including but not limited to the business of education, creating and distributing educational materials, and creating and owning various intellectual properties.

B. To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation to such extent as a corporation organized under Chapter 621, Florida Statutes, may now or hereafter lawfully do.

C. To transact any and all other lawful business for which corporations may be incorporated under the Professional Service Corporation and Limited Liability Company Act

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and engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

D. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

E. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION/CAPITAL STOCK OF THE CORPORATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares. All such shares shall be of a single class and shall have a par value of One and No/100 Dollars (\$1.00) per share.

ARTICLE FIVE

PRINCIPLE PLACE OF BUSINESS OF THE CORPORATION

The street address of the principle place of business of the corporation is:

Address:

2775 Cabernet Circle
Ocoee, Florida 34761

ARTICLE SIX

INITIAL REGISTERED OFFICE OF THE CORPORATION

The street address of the initial registered office of the corporation is:

Address:

5300 South Florida Avenue
Suite 5
Lakeland, Florida 33813

ARTICLE SEVEN

INITIAL DIRECTORS OF THE CORPORATION

The number of directors constituting the initial board of directors of the corporation is as

specified in the bylaws. The name(s) and address(es) of each person who is to serve as a member of the initial board of directors is(are):

Name(s) and Address(es):

Thomas Armour D
357 Southeast Thanksgiving Avenue
Port St. Lucie, Florida 34984

Giove G. Pici D
2775 Cabernet Circle
Ocoee, Florida 34761

ARTICLE EIGHT
INITIAL REGISTERED AGENT OF THE CORPORATION

The street address of the initial registered agent of the corporation is:

Name and Address:

John Hugh Shannon, Esquire
5300 South Florida Avenue
Suite 5
Lakeland, Florida 33813

ARTICLE NINE
INCORPORATORS OF THE CORPORATION

The name(s) and address(es) of each incorporator is:

Name(s) and Address(es):

Thomas Armour D
357 Southeast Thanksgiving Avenue
Port St. Lucie, Florida 34984

Giove G. Pici D
2775 Cabernet Circle
Ocoee, Florida 34761

ARTICLE TEN
BYLAWS OF THE CORPORATION

The power to adopt, alter, change, amend, modify or repeal any of the bylaws of this corporation, shall be vested in the stockholders.

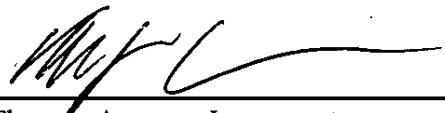
ARTICLE ELEVEN
STOCK RESTRICTION

The initial incorporator(s) agree and concur, that no stock will be sold or otherwise hypothecated in any form whatsoever, either by conveyance, security as collateral for any loan, or operation of law, without such stock first being made available to the corporation for redemption or to the other stockholder(s) at the book value of such stock, and no stockholder has the right to directly or indirectly hypothecated his/her/its stock without complying with the within procedure.

ARTICLE TWELVE
AMENDMENT TO THE ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles, any amendment to them, or any right conferred upon the stockholders, pursuant to the provision(s) contained in the Bylaws of the Corporation.

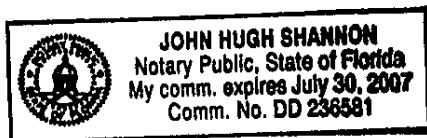
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Lakeland, Florida, this date of March 01, 2007.



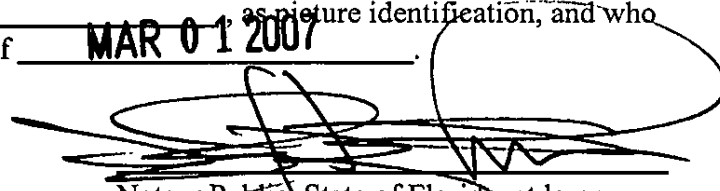
Thomas Armour, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid, Thomas Armour, who [☒] is/are personally known to me, or who [☐] has/ve produced his/her [☐] Florida Driver's License, or [☐] _____, as picture identification, and who [☒] did [☐] did not take an oath, this date of MAR 01 2007.



(seal)



Notary Public, State of Florida, at large

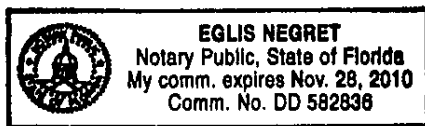
JOHN HUGH SHANNON

Print Name

Giove G. Pici
Giove G. Pici, Incorporator

**STATE OF FLORIDA
COUNTY OF POLK**

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid,
Giove G. Pici, who [☒] is/are personally known to me, or who [☐] has/ve produced his/her [☐]
Florida Driver's License, or [☐] _____, as picture identification, and who
[☒] did [☐] did not take an oath, this date of 03/01/2007.



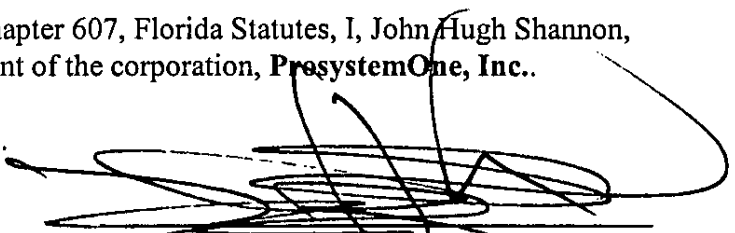
(seal)

Eglis Negret
Notary Public, State of Florida, at large
Eglis Negret
Print Name

ACCEPTANCE AS RESIDENT AGENT

PURSUANT to the provisions of Chapter 607, Florida Statutes, I, John Hugh Shannon,
Esquire, accept the position as Resident Agent of the corporation, **PresystemOne, Inc.**

DATED this date of March 01, 2007.


John Hugh Shannon, Resident Agent