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LAW OFFICES OF  
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February 7, 1995

CHARLES F. BROOME  
RICHARD C. BROOME  
CHRISTOPHER R. BROOME  
OF COUNSEL

FILED  
95 FEB 13 12:10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RECORDED 144750003  
02/14/95 01015-018  
\*\*\*12.50 \*\*\*12.50

RE: SUMNER INTERNATIONAL TRAINING SERVICES, INC.

Gentlemen:

Enclosed you will find the following for the above-referenced corporation:

- [1] Original and one (1) copy of Articles of Incorporation;
- [2] Our check in the amount of \$122.50 representing the filing fee, charter tax, certification fee, and Designation of Registered Agent fee; and
- [3] Certification and Acknowledgment of Registered Agent.

I would appreciate your filing the Articles of Incorporation and certifying the copy and returning same to us at your earliest convenience.

Very Respectfully,

*Charles F. Broome*

CHARLES F. BROOME

CFB:jhi  
Encls.

14.0  
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ARTICLES OF INCORPORATION

of

SUMNER INTERNATIONAL TRAINING SERVICES, INC.

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The undersigned does hereby file the following pursuant to Florida Statute and does hereby certify that they have become a corporation for profit under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is SUMNER INTERNATIONAL TRAINING SERVICES, INC.

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

To conduct the business of furnishing consulting services and training at all levels and to do anything and everything ordinarily done by those engaged in the consulting and training business.

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To buy and sell all kinds of property, both real and personal; to borrow money, issue promissory notes and other evidence of indebtedness; to own, buy, mortgage, sell, or otherwise dispose of, and to deal in and with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, or corporation.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objections and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this article or any other Article in these Articles of Incorporation, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III

The authorized capital stock shall consist of 100 shares of common stock having a par value of \$1.00 per share, for a total authorized capital stock of 100 shares.

#### ARTICLE IX

The names and street addresses of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS L. SUMNER	Groeneweg 216 3090 Overijse Belgium
BARBARA L. SUMNER	Groeneweg 216 3090 Overijse Belgium

#### ARTICLE X

The proposed officers of the corporation are:

President	Barbara L. Sumner Groeneweg 216 3090 Overijse Belgium
Secretary/Treasurer	Thomas L. Sumner Groeneweg 216 3090 Overijse Belgium

#### ARTICLE XI

The street address of the initial registered office is 2633 Baywood Drive, Titusville, Florida, 32780, and the initial registered agent is Joseph Gordon Sumner.

#### ARTICLE XII

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

BARBARA L. SUMNER	50%
THOMAS L. SUMNER	50%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within

which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 6th day of February, 1995, for the purposes of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Signed and sealed in the presence of:

Charles F. Smith

Suzanne C. Summers

Barbara L. Sumner (SEAL)  
BARBARA L. SUMNER

Thomas L. Sumner (SEAL)  
THOMAS L. SUMNER

STATE OF FLORIDA :  
:ss:  
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me this 6th day of February 1995, by BARBARA L. SUMNER and THOMAS L. SUMNER, who [ ] are personally known to me -or- (X)

produced the following identification: U.S. Passport 74531500  
U.S. Passport 270055583

Elizabeth Hollowell

Notary Public  
State of Florida at Large  
Commission Number CC 136326  
My Commission Expires April 23, 1996

(NOTARY SEAL)

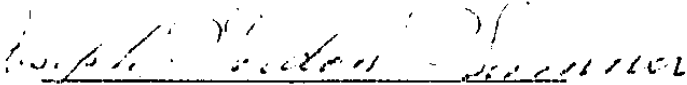


ELIZABETH HOLLOWELL  
MY COMMISSION # CC 136326 EXPIRES  
April 23, 1996  
BONDED THROUGH FARM INSURANCE INC.

**CERTIFICATION and ACKNOWLEDGMENT of REGISTERED AGENT**

I HEREBY state that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Having been named to accept service of process for SUMNER INTERNATIONAL TRAINING SERVICES, INC., I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.

  
JOSEPH GORDON SUMNER  
Registered Agent

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95 FEB 13 11:05:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA