

P95000022413

G. Michael Mackenzie, P.A.

ATTORNEY AND COUNSELLOR AT LAW

*Board Certified Real Estate Lawyer

G. MICHAEL MACKENZIE
(813) 791-0031
FAX: (813) 797-8063

2424 ENTERPRISE RD., SUITE F
P.O. BOX 14358
CLEARWATER, FLORIDA 34629

February 17, 1995

000001487450
-03/23/95--01025--017
***122.50 ***122.50

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

Re: INSTITUTE FOR BUSINESS EXCELLENCE, INC.

Gentlemen:

Please find enclosed the original and a copy of the Articles of Incorporation for the above corporation, along with a check in the amount of \$122.50 as the fee for filing. When this corporations have been duly filed, please forward your filing acknowledgment and a certified copy of the Articles to my office.

Thank you for your courteous attention to this matter.

Yours very truly,

G. Michael Mackenzie

G. MICHAEL MACKENZIE

GMM:glb

Enclosures

*Called + left message
3/14/95 at 1:25*

REGISTER MAR 14 1995

*688,671
295-5670*

FILED
95 MAR 21 AM 7:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1995

G MICHAEL MACKENZIE, ESQUIRE
PO BOX 14358
CLEARWATER, FL 34629

SUBJECT: INSTITUTE FOR BUSINESS EXCELLENCE, INC.
Ref. Number: W95000005670

We have received your document for INSTITUTE FOR BUSINESS EXCELLENCE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return 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 (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00011365

FILED
95 MAR 21 AM 7:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

INSTITUTE OF BUSINESS EXCELLENCE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is INSTITUTE OF BUSINESS EXCELLENCE, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 4630 S. Kirkland Road, Suite 294, Orlando, Florida 32811 in Orange County, State of Florida. The registered agent at this address is David M. McLean.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is marketing and promotional business materials and assistance and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$1.00 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME & ADDRESS

OFFICE

David M. McLean
4630 S. Kirkland Road, Suite 294
Orlando, FL 32811

President/Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

NAME & ADDRESS

SHARES

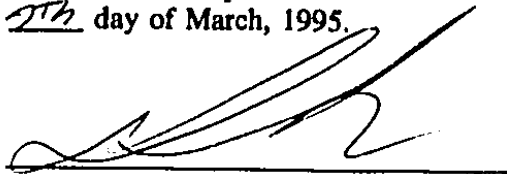
CONSIDERATION

David M. McLean
4630 S. Kirkland Road, Suite 294
Orlando, FL 32811

500

\$500

IN WITNESS WHEREOF, the undersigned have hereunto set their hands to the foregoing Articles of Incorporation for INSTITUTE OF BUSINESS EXCELLENCE, INC. this 27th day of March, 1995.

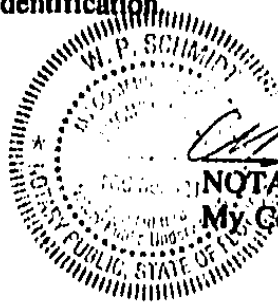


David M. McLean

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
95 MAR 21 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this 2nd day of March, 1995, personally appeared David M. McLean, who is / is not personally known to me, or who presented FL M24517344520 as identification _____

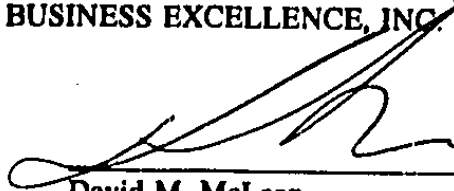


NOTARY PUBLIC

My Commission Expires: 8/5/98

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

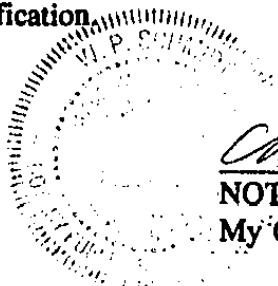
I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, INSTITUTE OF BUSINESS EXCELLENCE, INC.



David M. McLean

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 2nd day of March, 1995, personally appeared David M. McLean, who is / is not personally known to me or who presented FL M24517344520 as identification _____



NOTARY PUBLIC

My Commission Expires: 8/7/98