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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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FROM: MAHONEY ADAMS & CRIBER, P.A.

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUCCESS DEVELOPMENT INTERNATIONAL MERGER COMPANY

FAX AUDIT NUMBER: H95000004019

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/07/1995

TIME REQUESTED: 16:17:44

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076226003514

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**Articles of Incorporation
of
Success Development International Merger Company**

ARTICLE I

Name and Duration

The name of the Corporation is Success Development International Merger Company. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 3001 Hartley Road, in the City of Jacksonville 32257.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

Prepared by Ralph R. Wickersham, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 334-1100
Attorney No. 0087520

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ARTICLE IV.

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1000) shares of Common Stock ("Common Stock") \$.001 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

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2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Ron LeGrand	3057 Halsey Lane Jacksonville, Florida 32257

ARTICLE VIII

Amendment

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

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

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ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

DATED at Jacksonville, Duval County, Florida, this 7th day of April, 1995.

RAX CO.

By: 
Ralph R. Wickersham, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Success Development International Merger Company, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO.

By:



Ralph R. Wickersham, Vice President

DATED: April 7, 1995

noted the great importance of this

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

**SUCCESS DEVELOPMENT INTERNATIONAL MERGER COMPANY, a Florida
corporation, P95000028117**

INTO

THE LEGRAND GROUP, INC., a Florida corporation, S79833

File date: May 9, 1995

Corporate Specialist: Linda Stitt