

**P95000028580**

11/95  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: MAHONEY ADAMS & CRIBER, P.A.  
DEPARTMENT OF STATE 50 N LAURA ST  
STATE OF FLORIDA 3400 BARNETT CENTER  
409 EAST GAINES STREET JACKSONVILLE FL 32202-  
TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE  
FAX: (904) 922-4000 PHONE: (904) 354-1100  
FAX: (904) 798-2661  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RESULTS PUBLISHING, INC.  
FAX AUDIT NUMBER: H95000004119 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/11/1995 TIME REQUESTED: 13:14:15  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076226003514

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

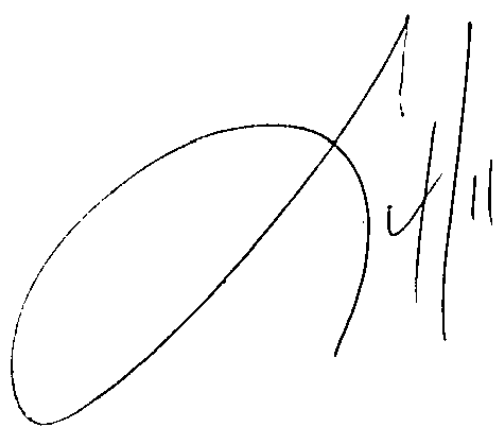
((H95000004119))  
\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

F1: Help | F2: Main Menu Functions | F3: Session Menu | F4: Rotate ...Alt-Tab

18085.101

FILED  
APR 11 1995  
TALLAHASSEE, FLORIDA  
CLERK OF COURT



29 APR 11 1995  
TALLAHASSEE, FLORIDA

FROM

(TUE) 04.11'95 13:25/ST. 13:23/NO. 3560402313 P 7



095000004119

**FLORIDA DEPARTMENT OF STATE**

Sandra B. Minthorn  
Secretary of State

March 3, 1995

CORINNE P. MCCLURE  
MAHONEY, ADAMS & CRISER, P.A.  
80 N. LAURA ST.  
JACKSONVILLE, FL 32202

The name RESULTS PUBLISHING, INC. has been reserved for 120 days beginning March 3, 1995. The reservation number is R95000000920 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumblay

Letter number: 095000009616

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

095000004119

FROM

(TUE) 04. 11 '95 13:24/ST. 13:23/NO. 3560402313 P 2

H95000004119

**Articles of Incorporation**

**of**

**Results Publishing, Inc.**

FILED  
04/11/95 PM 3:15  
SECRETARY OF STATE  
JACKSONVILLE, FLORIDA

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Results Publishing, Inc. 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, Jacksonville, Florida 32257.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is c/o Mahoney Adams & Crisor, 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. Wickertman, Esq.  
Mahoney Adams & Crisor, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0087320

H95000004119

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**ARTICLE IV****Corporate Purpose, 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**

The total number of shares of capital stock which the Corporation has the authority to issue is Twenty-Five Thousand (25,000) 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:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>RAX CO.</b>	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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FROM

(TUE)04.11'95 13:24/ST.13:23/NO.3560402313 P 4

H95000004119

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 Haley 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.

#### 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.

FROM

(TUE) 04. 11 '95 13:25/ST. 13:23/NO. 3560402313 P 5

095000004119

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 11th day of April, 1995.

RAX CO.

By:   
Vice President  
Ralph R. Wickensham

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1195000004119

**REGISTERED AGENT CERTIFICATE**

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

That Results Publishing, Inc., 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. Wickerham*  
Vice President  
Ralph R. Wickerham

DATED: April 11, 1995

FILED  
APR 11 1995  
TALLAHASSEE, FLORIDA

P95000028580

MARSHLEY ADAMS & CRISER, P.A.

3001 HARTLEY ROAD, SUITE 200, JACKSONVILLE, FL 32257

POST OFFICE BOX 3880, JACKSONVILLE, FL 32201

TEL: 321-334-0000 • TELEFAX: 321-334-0000

October 16, 1995

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

RE: Results Publishing, Inc.  
Document No. P95000028580

Dear Sir or Madam:

Please change your records to indicate a change of address for the above-captioned corporation from:

3001 Hartley Road  
Jacksonville, FL 32257

to:

9799 St. Augustine Road  
Jacksonville, FL 32257

Thank you for your cooperation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Corinne P. McClure*

Corinne P. McClure  
Legal Assistant

cc: Results Publishing, Inc.  
Ralph R. Wickersham, Esq.

c:\tax\legrand\results\add-chg.sos

11-2-95  
JL



1201 HAYS STREET  
JACKSONVILLE, FL 32202  
P9500028580



ACCOUNT NO. : 072100000032

REFERENCE : 702903 6923A

AUTHORIZATION :

*Patricia Pyjts*

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1995

ORDER TIME : 1:36 PM

EFFECTIVE DATE  
12/31/95

ORDER NO. : 702903

CUSTOMER NO: 6923A

CUSTOMER: Ms. Corinne McClure  
Mahoney, Adams & Criser, P.a.  
50 Laura Street  
3300 Barnett Center  
Jacksonville, FL 32202

*merger*

ARTICLES OF MERGER

Company	RESULTS PUBLISHING, INC.
Document	12/27/95
Exchange	NO 4
Update	INTO
Use	NO 4
Ver. A.	RESULTS PUBLISHING INC.
Approval	NO 4
W.P. Verifier	NO 4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
DEC 26 PM 2:20  
FEDERAL RESERVE BANK  
ATLANTA, GA

P95000028580



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**RESULTS PUBLISHING, INC., a Nevada corporation not authorized to transact  
business in Florida.**

**INTO**

**RESULTS PUBLISHING, INC., a Florida corporation, P95000028580.**

**File date: December 27, 1995 , effective December 31, 1995**

**Corporate Specialist: Annette Hogan**

**Account number: 072100000032**

**Account charged: 70.00**

4531875  
**ARTICLES OF MERGER**  
**of**

**Results Publishing, Inc., a Nevada corporation**  
**into**  
**Results Publishing, Inc., a Florida corporation**

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Section 78.458 of the Nevada Business Corporation Act, the following Articles of Merger are adopted by Results Publishing, Inc., a Florida corporation ("Results Florida"), Results Publishing, Inc., a Nevada corporation ("Results Nevada") and Success Development International, Inc., a Florida corporation ("SDI").

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between Results Nevada, Results Florida and SDI is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, Results Nevada shall be merged with and into Results Florida and Results Florida shall be the surviving corporation.
3. The purpose of the merger is to incorporate Results Florida into the holding company structure of SDI to increase administrative operating efficiency and to clearly reflect the integrated nature of the business of Results Florida with that carried on by SDI.
4. The Merger Agreement was duly adopted by the directors of each corporation on December 20, 1995
5. The Merger Agreement was approved by 100% of the shareholders entitled to vote of each of the undersigned corporations on December 20, 1995
6. There are no amendments to the Articles of Incorporation of Results Florida.

Return to:  
Ralph R. Wickersham, Esq.  
Mahoney Adams & Criser, P.A.  
P.O. Box 4099  
Jacksonville, Florida 32201  
(904) 354-1100  
Fla. Bar #0087520

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 20th day of December, 1995.

Attest:

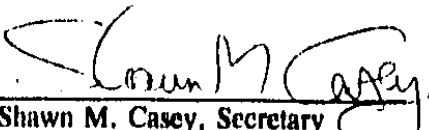
RESULTS PUBLISHING, INC.,  
a Florida corporation

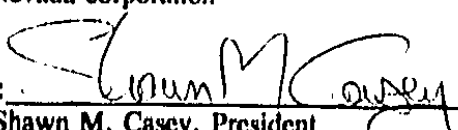
  
Ron LeGrand, Secretary

By:   
Ron LeGrand, President

Attest:


RESULTS PUBLISHING, INC.,  
a Nevada corporation

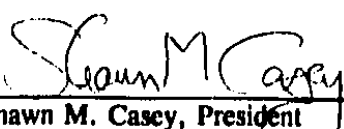
  
Shawn M. Casey, Secretary

By:   
Shawn M. Casey, President

Attest:

SUCCESS DEVELOPMENT INTERNATIONAL, INC.

  
Shawn M. Casey, Secretary

By:   
Shawn M. Casey, President

## **AGREEMENT AND PLAN OF MERGER OF**

**Results Publishing, Inc.,  
a Nevada Corporation  
with and into  
Results Publishing, Inc.,  
a Florida Corporation**

This Agreement and Plan of Merger is entered into as of this 20<sup>th</sup> day of December, 1995, made by and between Results Publishing, Inc., a Florida corporation ("Results Florida"), Results Publishing, Inc., a Nevada corporation ("Results Nevada") (collectively, the "Constituent Corporations") and Success Development International, Inc., a Florida corporation ("SDI").

### **WITNESSETH:**

**WHEREAS**, Results Nevada desires to merge with and into Results Florida, with Results Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

**WHEREAS**, the Constituent Corporations are effecting the Merger for the purpose of incorporating Results Florida into the holding company structure of SDI, to increase administrative operating efficiency and to clearly reflect the integrated nature of the business of Results Nevada with that carried on by Success Development International, Inc.

**WHEREAS**, the respective Board of Directors of the Constituent Corporations and SDI have determined it is advisable that Results Nevada be merged into Results Florida, on the terms and conditions set forth herein, in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 78.458 of the Nevada Business Corporation Act (respectively, the "Florida Act" and the "Nevada Act").

**NOW THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

### **ARTICLE I**

#### **THE MERGER**

1. The term "Effective Date" shall mean midnight December 31, 1995.
2. On the Effective Date, Results Nevada shall be merged with and into Results Florida. The separate existence of Results Nevada shall cease as of the Effective Date and the existence of Results Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Directors of Results Florida, Results Nevada and SDI in accordance with Section 607.1107 of the Florida Act and Section 78.458 of the Nevada Act.

## **ARTICLE II**

### **EFFECTS OF THE MERGER**

As of the Effective Date, Results Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Results Nevada, and shall be responsible and liable for all liabilities and obligations of Results Nevada, all as more particularly set forth in Section 607.1106 of the Florida Act and Section 78.459 of the Nevada Act.

## **ARTICLE III**

### **TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES**

The manner and basis of converting shares of Results Nevada's common stock shall be as follows: Each share of Results Nevada's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into One Hundred Twenty (120) shares of the presently authorized and unissued shares of the common stock of SDI.

## **ARTICLE IV**

### **ASSIGNMENT**

If at any time Results Florida shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Results Florida the title to any property or rights of Results Nevada, or to otherwise carry out the provisions hereof, the proper officers and directors of Results Nevada as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Results Florida.

## **ARTICLE V**

### **EXPENSES**

Results Florida shall pay all expenses of accomplishing the Merger.

## **ARTICLE VI**

### **AMENDMENT**

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the Nevada Secretary of State, the Directors of Results Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

## **ARTICLE VII**

### **TERMINATION**

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of Results Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Results Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Results Nevada or Results Florida, or their directors, officers, employees, agents, or shareholders.

## **ARTICLE VIII**

### **MISCELLANEOUS**

Results Nevada hereby (a) agrees that it may be served with process in Nevada in any proceeding for the enforcement of any obligation of Results Nevada and in any proceeding for the enforcement of the rights of a dissenting stockholder of Results Nevada against Results Florida; (b) irrevocably appoints the Nevada Secretary of State as its agent to accept service of process in any such proceeding, with service of process to be made in accordance with Section 78.461 2(a) of the Nevada Act; (c) agrees that it shall promptly pay to the dissenting stockholders of Results Nevada the amount, if any, to which they shall be entitled under the provisions of Sections 78.471 to 78.502, inclusive, of the Nevada Act, with respect to the rights of dissenting stockholders; and (d) agrees that the Secretary of State of Nevada may send by registered or certified mail a copy of any process against Results Nevada that may be served on them to Results Publishing, Inc., c/o RAX CO., Post Office Box 4099, Jacksonville, Florida 32201.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Attest:

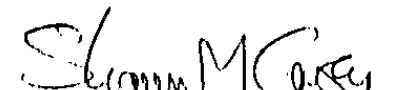
RESULTS PUBLISHING, INC.,  
a Florida corporation

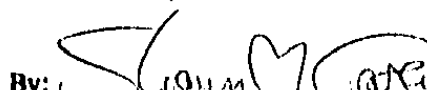
  
Ron LeGrand, Secretary

By:   
Ron LeGrand, President

Attest:

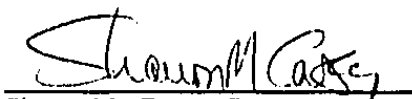
RESULTS PUBLISHING, INC.,  
a Nevada corporation


  
Shawn M. Casey, Secretary

By:   
Shawn M. Casey, President

Attest:

SUCCESS DEVELOPMENT INTERNATIONAL, INC.

  
Shawn M. Casey, Secretary

By:   
Shawn M. Casey, President

01/14/14 10:00 AM 10/14/14 10:00 AM