

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
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800-342-8086



networks

PROTECTIVE
LEGAL & FINANCIAL SERVICES

P9500028956

ACCOUNT NO. : 072100000032

REFERENCE : 578754 82150A

AUTHORIZATION :

Patricia Pizulo

COST LIMIT : \$ 122.50

ORDER DATE : April 12, 1995

100001455051

ORDER TIME : 3:04 PM

ORDER NO. : 578754

CUSTOMER NO: 82150A

CUSTOMER: Mr. Jose Mojica
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: PROFESSIONAL TRAINING SYSTEMS,
INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS: _____

T. BROWN APR 13 1995

APR 12 1995
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED
95 APR 12 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL TRAINING SYSTEMS, INC.**

FILED
95 APR 12 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **PROFESSIONAL TRAINING SYSTEMS, INC.**

2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.

5. The principal address and mailing address of the corporation will be 72 Royal Oak Court, Suite 207, Vero Beach, FL 32962 and the name of its initial registered agent at such address is Frank Connolly.

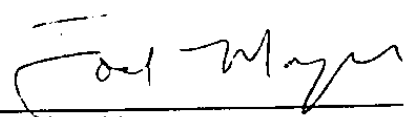
6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows:

Francis M. Connolly, 72 Royal Oak Court, Suite 207, Vero Beach, FL 32962

7. The name and address of the sole incorporator is: Jose Mojica, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 03/13/95

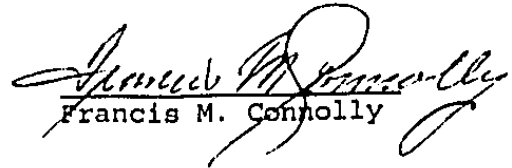


Jose Mojica
Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of PROFESSIONAL TRAINING SYSTEMS, INC., the within named corporation.

Dated: 4/11/95


Francis M. Connolly