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April 6, 1995

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****122.50 ****122.50

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

Re: SUCCESS CONSULTING INTERNATIONAL, INC.

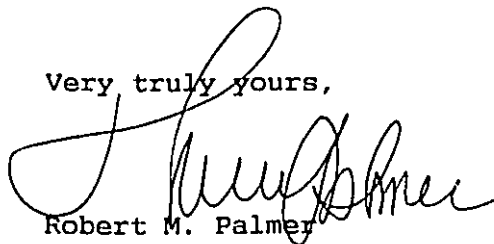
Gentlemen:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above.
2. Our check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,


Robert M. Palmer

RMP/dam
Enclosures (3)

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SECRET
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SUCCESS CONSULTING INTERNATIONAL, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SUCCESS CONSULTING INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1209 Manor Drive South
Ft. Lauderdale, Florida 33326

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1000

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

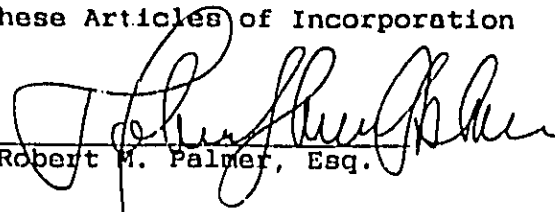
Robert M. Palmer, Esq.
2300 Glades Road
Suite 220W
Boca Raton, Florida 33431

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Palmer, Esq.

The undersigned has executed these Articles of Incorporation this 6th day of April, 1995.


Robert M. Palmer, Esq.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

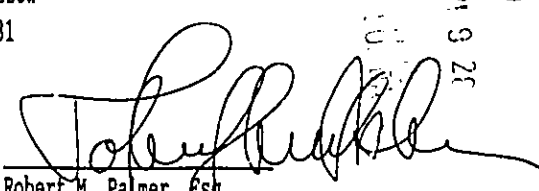
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SUCCESS CONSULTING INTERNATIONAL, INC.

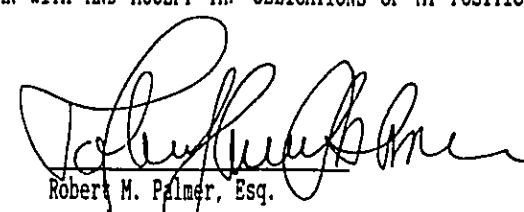
2. The name and address of the registered agent and office is:

Robert M. Palmer, Esq.
2300 Glades Road, Suite 220W
Boca Raton, Florida 33431


Robert M. Palmer, Esq.

Date: April 6, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert M. Palmer, Esq.

Date: April 6, 1995