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Alan M. Fisher, P.A.

6401 Southwest 87 Avenue
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Miami, Florida 33173

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Alan M. Fisher
Wendy Ennis-Volcy
Barry A. Postman

April 31, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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Re: TRAIN PRO, INC.

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation.

In addition, a check in the amount of \$122.50 is enclosed, which represents the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	\$ 52.50
Resident Agent Fee.....	\$ 35.00
TOTAL.....	\$122.50

Please file the original enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

ALAN M. FISHER, P.A.

By: 
Alan M. Fisher, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRAIN PRO, INC.

FILED
95 MAY -2 AM 9 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporation of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is TRAIN PRO, INC. The principal office and mailing address of the corporation is:

6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Alan M. Fisher, Esquire
6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

VI

INCORPORATOR

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

Alan M. Fisher, Esquire
6401 Southwest 87 Avenue
Suite 200
Miami, Florida 33173

VII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

IX

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors or officers, are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

X

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XI

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as

provided by law.

XIV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

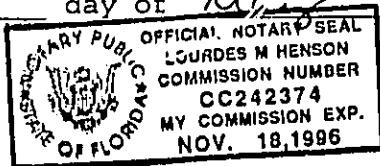
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of May, 1995.

ALAN M. FISHER, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ALAN M. FISHER, to me known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to and before me that he executed such instrument.

1st IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of May, 1995.



Lourdes M. Henson
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 6401 Southwest 87th Avenue, Suite 200, Miami, Florida 33173, I hereby agree to act in such a capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relevant to keeping open said office.

ALAN M. FISHER, ESQUIRE
Registered Agent