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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RE: MAC USA, TRAINING CENTERS, INC.

Gentlemen:

As President of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with our check:

- a) Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b) Certificate of Registered Agent;
- c) Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate.  
\$52.50 for certified copy.  
\$35.00 for Registered Agent Designation.

Please return certified copy as soon as possible.

Very truly yours,

*Thomas W. Hill*  
THOMAS W. HILL

Hill & Company CPA, P.A.  
1318 Lafayette Street  
Cape Coral, FL 33904

enclosures

cg 8/18/95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG 17 AM 11:31

**ARTICLES OF INCORPORATION  
OF**

**ARTICLE I. MAC USA, TRAINING CENTERS, INC.**

The name of this corporation is:

**MAC USA, TRAINING CENTERS, INC.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

**ARTICLE V.     REGISTERED AGENT AND INITIAL  
REGISTERED OFFICE**

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**THOMAS W. HILL  
1318 LAFAYETTE STREET  
CAPE CORAL, FLORIDA 33904**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office address shall be the same as the registered office address.

**ARTICLE VI.     BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII.    INITIAL DIRECTORS**

The name of the initial director of this Corporation and the street address is:

**THOMAS W. HILL  
1318 LAFAYETTE STREET  
CAPE CORAL, FLORIDA 33904**

The persons named as initial director shall hold office for the first year of existence of this Corporation or until has successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is -

THOMAS W. HILL

1318 LAFAYETTE STREET

CAPE CORAL, FLORIDA 33904

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as  
Incorporator, has executed the foregoing Articles of Incorporation  
on 11th day of AUGUST, 1995.

Thomas W Hill

THOMAS W. HILL

INCORPORATOR

BEFORE ME, a Notary Public, personally appeared  
THOMAS W. HILL, to me known to be the person described as  
Incorporator and who executed the foregoing Articles of  
Incorporation, and acknowledged before me that he subscribed to  
these Articles of Incorporation on 11th day of AUGUST,  
1995.

My commission expires:



THOMAS W. HILL  
My Commission CC454813  
Expires May 14, 1999  
Bonded by ANG  
800-880-6878

Thomas W. Hill

Notary Public

I hereby am familiar with and accept the duties and  
responsibilities as registered agent for MAC USA, TRAINING CENTERS,  
INC.

Thomas W Hill

THOMAS W. HILL

Registered Agent

BEFORE ME, a Notary Public, personally appeared THOMAS W. HILL,  
to me known to be the person described as Registered Agent and who  
executed the foregoing instrument and he acknowledged before me  
that he executed the same.

WITNESS my hand and official seal this 11th day of AUGUST  
1995.

Dolores C. Stockbine

Notary Public

My Commission expires:



DOLORES C STOCKBINE  
My Commission CC454913  
Expires May. 14, 1999  
Bonded by ANB  
800-852-5878

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

MAC USA, TRAINING CENTERS, INC.  
1318 LAFAYETTE STREET  
CAPE CORAL, FLORIDA 33904

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PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

FIRST: That MAC USA, TRAINING CENTERS, INC., is desiring  
to organize or qualify under the law of the State of Florida with  
its principal place of business at 1318 Lafayette Street, in the  
City of Cape Coral, State of Florida, has named Thomas W. Hill,  
1318 Lafayette Street, Cape Coral, Florida, as its agent to accept  
service of process within Florida.

THOMAS W. HILL

  
\_\_\_\_\_  
Corporate Officer

\_\_\_\_\_  
President  
Title

\_\_\_\_\_  
8-11-95  
Date

Having been named to accept service of process for the above state  
corporation, at the place designated in this certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete  
performance of my duties.

THOMAS W. HILL

  
\_\_\_\_\_  
Registered Agent

\_\_\_\_\_  
8-11-95  
Date