

PA5000064145

James M. Stevens, Jr.
P.O. Box 10
Tarpon Springs, FL 34688-0010

July 27, 1995

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

000001549630
-07/31/95--01069--003
*****122.50 *****122.50

Dear Sir (Madam):

It is the desire of the undersigned to incorporate THE RESOURCE GROUP, INC.
as a corporation for profit under the laws of Florida. Assuming that this name is available,
I am enclosing my check in the amount of \$122.50 for this purpose.


Thank you. Your attention to this matter is greatly appreciated.

Sincerely,


James M. Stevens, Jr.

JMSjr/jjs

Encl.

1095-15485
00678
00302
0607/
8/2/95




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1995

JAMES M. STEVENS JR.
POST OFFICE BOX 10
TARPON SPRINGS, FL 34688-0010

SUBJECT: THE RESOURCE GROUP, INC.
Ref. Number: W95000015485

We have received your document for THE RESOURCE GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00036340

ARTICLES OF INCORPORATION
OF
NATIONAL RESOURCE GROUP, INC.

The undersigned do hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the corporation shall be National Resource Group, Inc. The principal place of business of this corporation shall be 338 East Lemon Street, Tarpon Springs, Florida.

ARTICLE II

Nature of Business

The general purpose and nature for which the corporation is organized is to engage in the design, sale and performance of corporate training products and educational programs, seminars, conventions and consulting services, as well as to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

Address

The street address of the initial registered office of the corporation shall be 338 East Lemon Street, Tarpon Springs, Florida, and the name of the initial registered agent of the corporation at that address is James M. Stevens, Jr.

ARTICLE V

Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

ARTICLE VII

Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

Stockholders

The business of this corporation shall be managed and its corporate powers exercised by the stockholders. This corporation will not have directors.

ARTICLE IX

Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAMES

ADDRESSES

James M. Stevens, Jr.	1334 Sunset Court Tarpon Springs, FL 34689
-----------------------	---

ARTICLE X

Bylaws

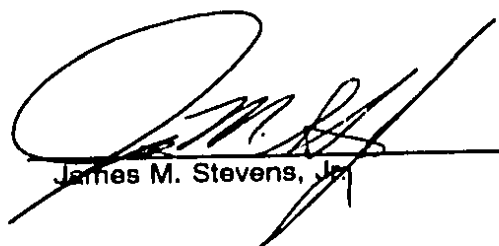
The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided herein.

ARTICLE XI

Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto. The shareholders may amend these Articles of Incorporation at a meeting for which written notice of the changes to be made is given to the shareholders. Notice of such amendment may be waived in writing by any shareholder provided such shareholder consents in writing to the amendment. Amendments to these Articles of Incorporation shall be made by the shareholders owning and holding the majority of the outstanding shares of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and
acknowledged these Articles of Incorporation to be filed in the Office of the Secretary of State,
this 15 day of August, 1995.

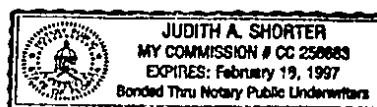

James M. Stevens, Jr. (Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

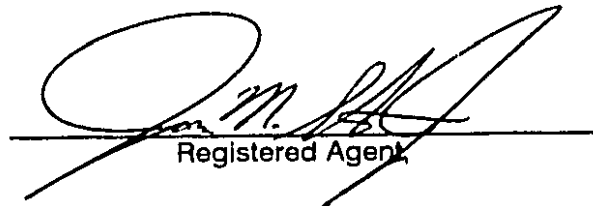
I DO HEREBY CERTIFY that on this day personally appeared before me, a Notary
Public duly authorized to administer oaths and take acknowledgements in the state and county
named above, JAMES M. STEVENS, JR., to me known to be the person described as the
subscriber in and to, and who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at Pinellas County, Florida, this 15 day of
August, 1995.


Notary Public
My Commission Expires:



I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Registered Agent,