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FINHACK, DOMINICK, BENNETT, STEPTER,

ARDAMAN & BONUM

170 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32801-2397

G. BEN FINHACK (1893-1963)

MARK F. AHLERS
A. KURT ARDAMAN
JOHN F. BENNETT
PHILIP F. BONUM
JULIAN K. DOMINICK
LISA A. EDWARDS
MARK FLEMING FISHER
DAVID S. McDONALD
CHARLES R. STEPTER, III.

TELEPHONE (407) 425-2700

FAX (407) 425-2800

January 31, 1996

**DIVISION OF CORPORATIONS
SECRETARY OF STATE**

Post Office Box 6327
Tallahassee, Florida 32314

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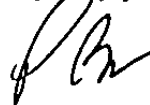
RE: CONSULTANTS FOR SUCCESS, INC.
Articles of Incorporation
Our File No. E109-13401

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the referenced. Also enclosed is our firm check in the amount of \$122.50: \$70 for the filing fee; and \$52.50 for the return of a certified copy of the filed Articles.

Should you have any questions regarding this request, please do not hesitate to call. Thank you very much for your consideration and cooperation regarding this request.

Very truly yours,



PHILIP F. BONUM

Enclosures
:swm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -2 PM 2:40

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ARTICLES OF INCORPORATION
OF
CONSULTANTS FOR SUCCESS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, acting as Incorporator(s) pursuant to Chapter 607 of the Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is **CONSULTANTS FOR SUCCESS, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, at \$1.00 par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her

shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 385 South Atlantic Avenue, Ormond Beach, Florida 32176.

The initial mailing address of this Corporation is 385 South Atlantic Avenue, Ormond Beach, Florida 32176.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial Registered Agent of this Corporation is Dora Ann Edmonson, and the address of this initial Registered Agent is 385 South Atlantic Avenue, Ormond Beach, Florida 32176.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The name and address of the initial director of this Corporation is:

DORA ANN EDMONSON
385 South Atlantic Avenue
Ormond Beach, FL 32176

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

DORA ANN EDMONSON
385 South Atlantic Avenue
Ormond Beach, FL 32176

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

DATED: Jan. 29 1996.

Dora A. Edmonson
DORA ANN EDMONSON, Incorporator

STATE OF FLORIDA
COUNTY OF Orange

29th The foregoing instrument was acknowledged before me this 29th day of January, 1996, by DORA ANN EDMONSON, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described.

[Signature]
(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of CONSULTANTS FOR SUCCESS, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Dora Ann Edmonson
DORA ANN EDMONSON
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 FEB -2 PM 2:40

STATE OF FLORIDA
COUNTY OF *Orange*

29th The foregoing instrument was acknowledged before me this *29th* day of *January*, 1996, by DORA ANN EDMONSON, described as the REGISTERED AGENT for CONSULTANTS FOR SUCCESS, INC. and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.

[Signature]
(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____

STERLING R. W. MOORE
Notary Public, State of Florida
My Comm. expires Jan. 28, 1997
Comm. No. CC255830