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LAW OFFICE OF:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9, 1996

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

RE: Articles of Incorporation
Personal and Professional Development Services, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for Personal and Professional Development Services, Inc. Enclosed is my check for filing fees of \$122.50 and a copy of the articles to be stamped and returned to me.

Thank you for your cooperation. Please call me if you have any questions.

Very truly yours,


ROY A. PRAVER

RAP/wp
enc.

D. BROWN FEB 16 1996

**ARTICLES OF INCORPORATION OF
PERSONAL & PROFESSIONAL DEVELOPMENT SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this Corporation under the Laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation shall be:
PERSONAL & PROFESSIONAL DEVELOPMENT SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a. To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots or blocks, and to dedicate parks, street, highways and alleyways thereon.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter, exchange, let or hire, export and deal in articles and things which may be required for the purpose of any business or commonly supplied or dealt in by persons engaged in such business, or which may seem capable of being profitably dealt with in connection with any of the Corporation's businesses.

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d. To guarantee, or to acquire by purchase, subscription or otherwise, or hold for investment or otherwise, sell, assign, or transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or any state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

g. To borrow money and contract for debts when necessary for the transaction of its business or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or

unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, franchises or privileges of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness the right to convert the principle thereof into any preferred common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article IX hereof.

h. To have and maintain one or more offices for the conduct of its business within and without the State of Florida without restriction as to place or amount.

i. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that the Corporation is authorized to have outstanding any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE: The Corporation is to exist perpetually.

ARTICLE V. INITIAL OFFICE: The initial office of the Corporation shall be located at: 817 Dixon Boulevard, Suite 14B, Cocoa, Florida 32922.

ARTICLE VI. INITIAL REGISTERED AGENT: The name and address of the initial registered agent is:

ROY A. PRAVER, ESQUIRE 1701 S. Washington Avenue, P.O. Box 1935
Titusville, FL 32781.

ARTICLE VII. DIRECTORS: The initial Board of Directors shall consist of two (2) members and the name and address of each member is:

JOANNE COBBS, 817 Dixon Boulevard, Suite 14B, Cocoa, FL 32922

ROBERT W. COBBS, 817 Dixon Boulevard, Suite 14B, Cocoa, FL 32922

ARTICLE VIII. OFFICERS: The name, address and title of each initial officer of the Corporation until the first meeting of the Board of Directors is:

President: ROBERT W. COBBS
817 Dixon Boulevard, Ste 14B, Cocoa, FL 32922

Vice President: JOANNE COBBS
817 Dixon Boulevard, Ste 14B, Cocoa, FL 32922

Secretary: JOANNE COBBS
817 Dixon Boulevard, Ste 14B, Cocoa, FL 32922

Treasurer: JERRY WAYNE JOHNSON
817 Dixon Boulevard, Ste 14B, Cocoa, FL 32922

ARTICLE IX: REGULATION OF BUSINESS AFFAIRS: The following additional provisions for the regulation of the Corporation's business affairs are hereby adopted as a part of these Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

c. The Directors may prescribe a method or methods for replacement of lost stock certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

d. The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any

other person, or to the firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any of the Directors of the Corporation are interested in, or are a Director or Officer of such other corporation, and any Director, individually, or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from any association or corporation in which that Director may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any other entity without regard to the fact that said Director is also a director of or partner in such entity.

f. Unless otherwise determined by the Board of Directors, any holder of stock of the Corporation shall be entitled as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation acquired by it after the issue thereof and whether issued for cash, labor done, personal

property or real property, leases thereof or any other valuable consideration.

ARTICLE X. SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is:

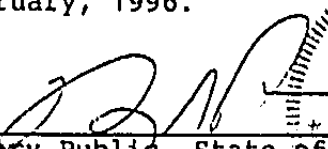
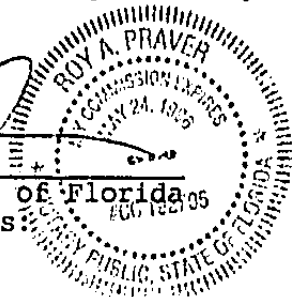
ROBERT W. COBBS, 817 Dixon Boulevard, Suite 14B, Cocoa, FL 32922

IN WITNESS WHEREOF, the undersigned does this day set his hand and seal.


ROBERT W. COBBS

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was sworn to and subscribed before me by ROBERT W. COBBS who is personally known by me on this 2nd day of February, 1996.


Notary Public, State of Florida
My Commission Expires: 

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the Corporation at the Registered Office and designated in the foregoing Articles of Incorporation, the undersigned accepts said designation.


ROY A. PRAVER

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