

P96 0000 35912

LAW OFFICE OF
GREGORY J. KRAMER
ATTORNEY AND COUNSELOR AT LAW

360 MIAMI AVENUE WEST
VENICE, FLORIDA 34285

TELEPHONE
(941) 488-8351

FAX NUMBER
(941) 488-5268

April 15, 1996

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

500001790005
-04/23/96--01008--015
***122.50 ***122.50

RE: Articles of Incorporation
UNITED TRAINING COUNCIL, INC.

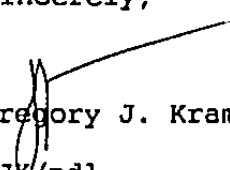
Dear Sir or Madam:

Enclosed herein please find an original and one (1) copy of the Articles of Incorporation and a Certificate Designating a Registered Officer and Registered Agent for the above proposed corporation.

I have enclosed my check in the sum of \$122.50 for the filing fees of these documents and the return of certified copies of both. Please be so kind as to file the corporation and return same.

Thank you for your cooperation in this matter.

Sincerely,


Gregory J. Kramer

GJK/ndl

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 APR 22 01:11:43

APPROVED
AND
FILED

MSR
4/25/96

ARTICLES OF INCORPORATION

OF

UNITED TRAINING COUNCIL, INC.

ARTICLE I -- NAME

The name of this corporation is: UNITED TRAINING COUNCIL, INC., and the address is: 5050 Commonwealth Drive, Sarasota, Florida, 34242.

ARTICLE II -- DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV -- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI -- PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other shareholders.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
FILED

ARTICLE VII -- INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 5050 Commonwealth Drive, Sarasota, Florida, 34242, and the name of the initial registered agent of this corporation at that address is: THOMAS J. CARLOUGH.

ARTICLE VIII -- MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation, the act of stockholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX -- INCORPORATOR

The name and address of the person signing these articles is:

THOMAS J. CARLOUGH
5050 Commonwealth Drive
Sarasota, FL. 34242

ARTICLE X -- BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI -- INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII -- AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of April, 1996.

Thomas J. Lough
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE CLERK

APPROVED
AND
FILED

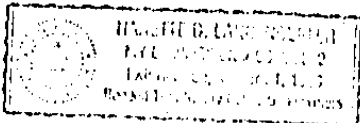
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared THOMAS J. CARLOUGH, known to me and known by me to be the person signing these Articles of Incorporation, and HE acknowledged before me that he executed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me, I have herunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th day of April, 1996.


NOTARY PUBLIC

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 22 4:11:46

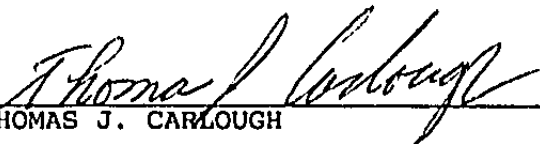
APPROVED
AND
FILED

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

UNITED TRAINING COUNCIL, INC.

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That, UNITED TRAINING COUNCIL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Sarasota, County of Sarasota, State of Florida, has named THOMAS J. CARLOUGH, 5050 Commonwealth Drive, Sarasota, Florida, 34242, County of Sarasota, State of Florida, as its agent to accept service of process within the State of Florida.


THOMAS J. CARLOUGH

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.


THOMAS J. CARLOUGH

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SEP 20 1965

APPROVED
AND
FILED