

P96000036949

CSC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

FILED

96 APR 29 AM 5:00

SECRET
TALLAHASSEE, FL 32304

ACCOUNT NO. : 002180000000

REFERENCE : 935281 64710

AUTHORIZATION :

CREDIT LIMIT : 1 PREPAID

ORDER DATE : April 29, 1996

ORDER TIME : 2:17 PM

ORDER NO. : 935281

CUSTOMER NO: 64710

CUSTOMER: James B. Boyner, Esq
MATEER HARBERT & BATES, P A

P O Box 2854

Orlando, FL 32802-2854

500001800385
-04/30/96--01001--025
****122.50 ****122.50

DOMESTIC FILING

NAME: CAREER DEVELOPMENT
TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

XX
A-30-96

**ARTICLES OF INCORPORATION
OF
CAREER DEVELOPMENT TECHNOLOGIES, INC.**

FILED
96 APR 29 AM 5:08
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Career Development Technologies, Inc..

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock, which shall be comprised of 85,000 shares of voting stock and 15,000 shares of non-voting stock. Except for voting rights, all shares of capital stock shall have identical rights, including distribution and liquidation rights. Each of such shares shall have a par value of \$.01 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 1079 West Morse Boulevard, Winter Park, Florida 32789. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 1079 West Morse Boulevard, Winter Park, Florida 32789, and the name of the Corporation's initial registered agent to receive service of process is Kenneth W. Miller.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Kenneth W. Miller	1110 W. Ivanhoe Boulevard Orlando, Florida 32804
Michael Rivera	3820 Monteo Circle Orlando, Florida 32837

ARTICLE VI

The name and address of the subscriber is Kenneth W. Miller, 1110 W. Ivanhoe Boulevard, Orlando, Florida 32804.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

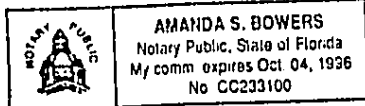
DATED: April 25, 1996.

Kenneth W. Miller
Kenneth W. Miller

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 25, 1996,
by KENNETH W. MILLER, who is (X) personally known to me or has produced _____

identification) as identification. (type of



(AFFIX NOTARY SEAL)

Amanda S. Bowers
Name: Amanda S. Bowers
(Print Name)
Notary Public - State of Florida
My Commission Expires:
10/4/96

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

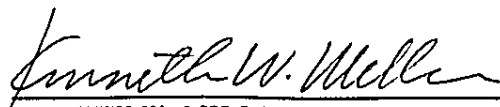
FILED
96 APR 29 11 51 08
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CAREER DEVELOPMENT TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1079 West Morse Boulevard, Winter Park, Florida 32789, Orange County, State of Florida, has named KENNETH W. MILLER as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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


KENNETH W. MILLER
(Registered Agent)