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996000040/88

ACCOUNT NO. : 072100000032
REFERENCE : 947576 4361429
AUTHORIZATION :
COST LIMIT : * PREPAID

ORDER DATE : May 9, 1996
ORDER TIME : 9:41 AM
ORDER NO. : 947576
CUSTOMER NO: 4361429

CUSTOMER: Michael J. Korn, Esq
KORN ZEHNER & GELLATLY
6620 Southpoint Dr. S.
Ste. 200
Jacksonville, FL 32216

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-07 709796 -01089-008
N++122.50 +122.50

DOMESTIC FILING

NAME: NCC ASSESSMENT 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: Karen B. Rozar

EXAMINER'S INITIALS:

5/10/96
[Signature]

RECEIVED
96 MAY -9 AM 10:19
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
NCC ASSESSMENT TECHNOLOGIES, INC.**

ARTICLE I

The name of this corporation is: NCC Assessment Technologies, Inc. The principal office of the corporation is located at 3733 University Boulevard West, Suite 300, Jacksonville, Florida 32217.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The total number of authorized shares of the capital stock of this corporation is Ten Thousand (10,000) shares, all of which shall have a par value of One Dollar (\$1.00) each. Each issued and outstanding share of stock of the corporation shall be entitled to one vote.

ARTICLE IV

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

ARTICLE V

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be two (2) directors.

ARTICLE VI

The name and post office address of the first directors of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>Names</u>	<u>Post Office Address</u>
Stephen Pollan	3733 University Boulevard West Suite 300 Jacksonville, Florida 32217
Irving Pollan	3733 University Boulevard West Suite 300 Jacksonville, Florida 32217

ARTICLE VII

The name and post office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Irving Pollan	3733 University Boulevard West Suite 300 Jacksonville, Florida 32217

ARTICLE VIII

The street address of the initial registered office of this corporation is 3733 University Boulevard West, Suite 300, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is Irving Pollan.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts

hereinstated are true and accordingly have hereunto set my hand and seal this 8th day of May, 1996.

Signed, sealed and delivered
in the presence of:

Michael J. Korn
MICHAEL J. KORN

Irving O. Pollan (SEAL)
IRVING O. POLLAN

Laura S. Olsen
LAURA S. OLSEN

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION NO. CC218904
EXPIRES 7-30-96

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

BE IT REMEMBERED that on this 8th day of May, 1996, personally came before me, Irving Pollan, who is personally known by me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles in his act and deed on behalf of NCC Assessment Technologies, Inc., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Valerie D. Bailey
Print Name: Valerie D. Bailey
Notary Public, State of Florida at Large
My Commission Expires: 7-30-96
My Commission No.: CC218904



MY COMMISSION
EXPIRES 7-30-96

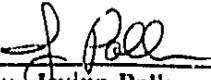
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That NCC Assessment Technologies, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named _____ Irving Pollan, 3733 University Boulevard West, Suite 300, Jacksonville, Florida 32217, as its agent to accept service of process within this state.

NCC ASSESSMENT TECHNOLOGIES, INC.

5/8/96
Date


By: Irving Pollan
Incorporator

ACCEPTANCE

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

5/8/96
Date


Irving Pollan

NCC.an