

P960 000 48394

Corporation Service for Attorneys

CORPORATION OUTFITS

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEALS

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1003
(215) 503-0113
(FAX) (215) 077-0380
1-800-533-0113

May 28, 1996

EXPEDITED SERVICES

Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

RE: MOTIVATIONAL PROFESSIONALS, INC.

000001850350
-06/04/96--01122--012
++++78.75 +++++78.75

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY


Robert Worthington

RW:sl
Enclosure

JUN 6 1996

BSB

FILED
96 JUN -3 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MOTIVATIONAL PROFESSIONALS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MOTIVATIONAL PROFESSIONALS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

5492 57th Avenue North, St. Petersburg, FL 33709

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sylvia Raymond
5492 57th Avenue North
St. Petersburg, FL 33709

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are:

Sylvia Raymond
5492 57th Avenue North
St. Petersburg, FL 33709

Charles E. Kessock
5492 57th Avenue North
St. Petersburg, FL 33709


ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Sylvia Raymond
5492 57th Avenue North
St. Petersburg, FL 33709

The undersigned has executed these Articles of Incorporation

this 24th day of May, 1996.


Sylvia Raymond
Incorporator

FILED
55 JUN-3 PM 2:44
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MOTIVATIONAL PROFESSIONALS, INC.
2. The name and address of the registered agent and office is:

Sylvia Raymond
5492 57th Avenue North
St. Petersburg, FL 33709

FILED
96 JUN -3 PM 2:44
TALLAHASSEE, FLORIDA

SIGNATURE

Sylvia Raymond
Sylvia Raymond

TITLE: Incorporator

DATE: 5/24/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Sylvia Raymond
Sylvia Raymond

DATE

5/24/96