

P 96000049 943

Karen Gibson, Corp. [Specialist  
Dept. of Corporations  
State of Florida  
P.O.B. 6327  
Tallahassee, Florida 32314

FILED  
96 JUN 11 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Gibson:

I am writing to you regarding Letter #: 296A00014295. And Document # of my Florida Corporation: 94000009454(7).

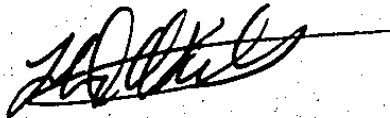
At the time of my original submittal, on or around 3/28/96, I had intended to change the name of my corporation: Sunshine Marketing Consultants Inc. to P.E.O. Consultants, Inc. I have since made other plans for Sunshine Marketing Consultants, Inc. and have "voided" the original document that you had returned to me that had requested this name change.

Please be advised that I now am applying for a NEW Florida Corporation under the name of P.E.O. Consultants, Incorporated. These documents are appended along with the appropriate fee.

If you have any questions whatever regarding this procedural change, please contact me by phone during regular business hours at 1-407-295-5009.

Thank you for your prompt attention to this matter.

Cordially,



Lloyd A. Kelley

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KRB  
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New Draft

ARTICLES OF INCORPORATION

FOR

P.E.O. CONSULTANTS, INC.

ARTICLE I

THE NAME OF THIS CORPORATION IS:

P.E.O. CONSULTANTS, INC.

ARTICLE II

ITS REGISTERED OFFICE IN THE STATE OF FLORIDA IS TO BE:

P.E.O. CONSULTANTS, INC.  
7803 NORTH ORANGE BLOSSOM TRAIL  
ORLANDO, FLORIDA 32810

ITS REGISTERED AGENT THEREOF IS MR. LLOYD A. KELLEY WHOSE ADDRESS IS THE SAME AS STATED AS THE REGISTERED OFFICE OF P.E.O. CONSULTANTS, INC.

ARTICLE III

THE NATURE OF THE BUSINESS AND, THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, VIZ:

"THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 607 OF THE GENERAL CORPORATION ACT OF FLORIDA".

ARTICLE IV

THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE THOUSAND (1,000) SHARES OF NO PAR VALUE

ARTICLE V

THE NAME AND MAILING ADDRESS OF THE INCORPORATION IS AS FOLLOWS:

P.E.O. CONSULTANTS, INC.  
7803 NORTH ORANGE BLOSSOM TRAIL  
ORLANDO, FLORIDA 32810

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#### ARTICLE VI

THE POWERS OF THE INCORPORATOR ARE TO TERMINATE UPON FILING OF THE ARTICLES OF INCORPORATION, AND THE NAME AND MAILING ADDRESS OF THE PERSON WHO WILL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY IS AS FOLLOWS:

LLOYD A. KELLEY  
7803 NORTH ORANGE BLOSSOM TRAIL  
ORLANDO, FLORIDA 32810

#### ARTICLE VII

THE DIRECTORS SHALL HAVE POWER TO MAKE AND TO ALTER OR AMEND THE BYLAWS: TO FIX THE AMOUNT TO BE RESERVED FOR WORKING CAPITAL, AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES AND LIENS WITHOUT LIMIT AS TO AMOUNT, UPON THE PROPERTY AND FRANCHISE OF THE CORPORATION.

WITH THE CONSENT IN WRITING, AND PURSUANT TO A VOTE OF THE HOLDERS OF A MAJORITY OF THE CAPITAL STOCK ISSUED AND OUTSTANDING, THE DIRECTORS SHALL HAVE THE AUTHORITY TO DISPOSE, IN ANY MANNER, OF THE WHOLE PROPERTY OF THIS CORPORATION.

THE BYLAWS SHALL DETERMINE WHETHER AND TO WHAT EXTENT THE ACCOUNTS AND BOOKS OF THIS CORPORATION SHALL BE OPENED TO THE INSPECTION OF THE STOCKHOLDERS AND NO STOCKHOLDER HAS ANY RIGHT OF INSPECTING ANY ACCOUNT OR BOOK OR DOCUMENT OF THIS CORPORATION, EXCEPT AS CONFERRED BY THE LAW OF THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS.

THE STOCKHOLDERS AND DIRECTORS SHALL HAVE THE POWER TO HOLD THEIR MEETINGS AND KEEP THE BOOKS, DOCUMENTS AND PAPERS OF THE CORPORATION OUTSIDE OF THE STATE OF FLORIDA, AT SUCH PLACES AS MAY FROM TIME TO TIME DESIGNATED BY THE BYLAWS OR BY RESOLUTION OF THE STOCKHOLDERS OR DIRECTORS, EXCEPT AS OTHERWISE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA.

IT IS THE INTENTION THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE HEREOF SHALL, EXCEPT WHERE OTHERWISE SPECIFIED IN SAID ARTICLE, BE NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OR PARAGRAPH IN THESE ARTICLES OF INCORPORATION, BUT THAT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THE THIRD ARTICLE AND IN EACH OF THE CLAUSES AND PARAGRAPHS OF THIS CHARTER SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS.

I, THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO MAKE, FILE, AND RECORD THESE ARTICLES AND DO CERTIFY THAT THE FACTS HEREIN ARE TRUE AND I HAVE ACCORDINGLY HEREUNTO SET MY HAND.

DATED: 6-6-96

STATE: Florida

COUNTY: Orange

*Lloyd A. Kelley*

LLOYD A. KELLEY

ON THIS 6th DAY OF June, 19 96, THEN AND THERE PERSONALLY APPEARED BEFORE ME THE UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR COUNTY AND STATE.

NOTARY PUBLIC, STATE OF FL.

MY COMMISSION EXPIRES, 9/16/98

*Marlene J. Dufour*



MARLENE J DUFOUR  
My Commission 00388800  
Expires Sep. 16, 1998  
Bonded by HNA  
800-422-1555

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

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IN PURSUANCE OF CHAPTER 607.034, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT P.E.O. CONSULTANTS, INC. DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE, AS  
INDICATED IN THE ARTICLES OF INCORPORATION IN THE CITY OF:  
ORLANDO, FLORIDA, COUNTY OF ORANGE, STATE OF FLORIDA HAS  
NAMED LLOYD A. KELLEY LOCATED AT: 7803 NORTH ORANGE BLOSSOM  
TRAIL, ORLANDO, FLORIDA, 32810:

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY  
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.

BY:



LLOYD A. KELLEY, RESIDENT AGENT

(A FLORIDA CORPORATION IN FORMATION)

FILED  
96 JUN 11 AM 11:37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE