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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHESSEY JUL 2 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/2		
TIME	9:30		CK No. _____
BY	77		

WALK-IN
 Will Pick Up _____

RE: Tri County Credit Training
Center, Inc.

No 52813

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert-Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-	500981881485	
Fictitious Name File	*****70.00	*****70.00
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
TRI-COUNTY EXCEL TRAINING CENTER, INC.**

ARTICLE I. NAME

The name of this corporation shall be TRI-COUNTY EXCEL TRAINING CENTER, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or

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TALLAHASSEE, FLORIDA

certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To
Certain Transfer Restrictions
Imposed By This Corporation's
Articles Of Incorporation, A Copy Of
Which Is On File At This
Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Five. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

KEITH BAKER
12995 S. Cleveland Avenue Ste 152
FT: Myers, FL 33907

DENNIS FRINK
12995 S. Cleveland Avenue Ste 152
FT. Myers, FL 33907

GERALD BALLARD
12995 S. Cleveland Avenue Ste 152
FT. Myers, FL 33907

CYNTHIA BALLARD
12995 S. Cleveland Avenue Ste 152
FT. Myers, FL 33907

TOM LEFFINGWELL
12995 S. Cleveland Avenue Ste 152
FT. Myers, FL 33907

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 12995 S. Cleveland Avenue Ste 152, FT. Myers, FL 33907.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: KEITH BAKER.

ARTICLE X. INCORPORATOR

The name and address of the individual who will serve as this corporation's incorporator is: KEITH BAKER, 12995 S. Cleveland Avenue Ste 152, FT. Myers, FL 33907.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



KEITH BAKER - Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is TRI-COUNTY EXCEL TRAINING CENTER, INC.

2. The name and address of the registered agent and office of the corporation is: KEITH BAKER, 12999 S. Cleveland Avenue Ste 152, FT. Myers, FL 33907.

Dated this 28th day of JUNE, 1996.

TRI-COUNTY EXCEL TRAINING CENTER, INC.

By: 
KEITH BAKER
President

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.

DATE THIS 28th DAY OF JUNE, 1996.


KEITH BAKER
Registered Agent

RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

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