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SUITE 1000

ORLANDO, FLORIDA 32801

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GREGORY W. GLASS  
VINCENT B. SCARLATOS  
KENNETH L. SCHLITT

EFFECTIVE DATE  
7-1-96

June 25, 1996

800001879718  
-06/28/96--01096--010  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Simpson Training Center, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation pertaining to Simpson Training Center, Inc., together with our check in the amount of \$122.50, representing the filing fees of \$35.00, designation of registered agent fee of \$35.00, and \$52.50 to obtain a certified copy of the Articles after the same has been filed.

If you have any questions, please do not hesitate to call my office "collect."

Thank you for your assistance in this regard.

Very truly yours,

*Robert B. White, Jr.*

Robert B. White, Jr.

/clt  
Enclosures

FILED  
95 JUN 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-2-96  
KR

EFFECTIVE DATE  
7-1-96ARTICLES OF INCORPORATION  
OF  
SIMPSON TRAINING CENTER, INC.FILED  
96 JUN 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

## ARTICLE I

The name of the corporation ("Corporation") is SIMPSON TRAINING CENTER, INC.

## ARTICLE II

The existence of the corporation shall begin on July 1, 1996.

## ARTICLE III

The street address of the principal office of the Corporation is 25750 S.R. 46A, Sorrento, FL 32776.

## ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 at a par value of \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## ARTICLE V

The initial street address of the Corporation's registered office is 201 S. Orange Avenue, Suite 1000, Orlando, FL 32801. The initial registered agent for SIMPSON TRAINING CENTER, INC., the Corporation at that address, is ROBERT B. WHITE, JR.

## ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
JAMES W. SIMPSON	P. O. Box 339, Route 194S Hanover, PA 17331-0339
JOHN F. SIMPSON, JR.	4600 E. Lake Drive Winter Springs, FL 32708

## ARTICLE VII

The name and street address of the person signing these Articles of Incorporation are:

Name	Address
JAMES W. SIMPSON	Hanover Shoe Farms, Inc. P. O. Box 339, Route 1948 Hanover, PA 17331-0339

## ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30 day of June, 1996.

  
Name: JAMES W. SIMPSON

STATE OF Pennsylvania  
COUNTY OF Chester

The foregoing instrument was acknowledged before me this 30 day of June, 1996 by JAMES W. SIMPSON, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Name: Patricia A. Vojtush  
Name: PATRICIA A. VOJTUSH  
(Print)

NOTARY PUBLIC

State of Pennsylvania  
Notary Seal  
PATRICIA A. VOJTUSH, Notary Public  
Hanover, PA, Adams County  
My Commission Expires January 10, 2000

My Commission Expires: 1-10-2000

## DESIGNATION OF REGISTERED AGENT


Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That SIMPSON TRAINING CENTER, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 201 S. Orange Avenue, Suite 1000, Orlando, Florida, 32801, has named Robert B. White, Jr., located at that address as its agent to accept service of process within the State.

  
JAMES W. SIMPSON

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SIMPSON TRAINING CENTER, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: ROBERT B. WHITE, JR.

Date: JUNE 04<sup>TH</sup> 1996

FILED  
96 JUN 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA