

Frazer  
Hubbard  
& Brandt  
Trask  
Attorneys At Law

P960000064614

JOHN P. FRAZER  
JOHN G. HUBBARD  
MARK W. BRANDT  
THOMAS J. TRASK

July 30, 1996

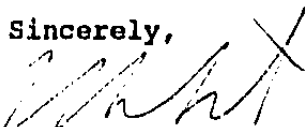
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900001810839  
-08/01/96--01059--018  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Success Quest, Inc. and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,

  
Mark W. Brandt  
cm

Enclosures

cc: Edwin Darling

AUG 2 1996 BSB

FILED  
96 AUG -1 AM 9:29  
FLORIDA  
TALLAHASSEE

ARTICLES OF INCORPORATION  
OF  
SUCCESS QUEST, INC.

FILED  
96 AUG -1 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Success Quest, Inc., and its street address is 1532 Seagull Drive, #206, Palm Harbor, Florida 34685-2434.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to publish written material for self-motivation and promotion of success and consulting services and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1532 Seagull Drive, #206, Palm Harbor, Florida 34685 and the name of the registered agent of this corporation at that address is Edwin E. Darling.

**ARTICLE VII - INCORPORATORS**

The name and address of the person signing these articles of incorporation is:

Edwin E. Darling  
1532 Seagull Drive, #206,  
Palm Harbor, FL 34685

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

**ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

**ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

#### **ARTICLE XX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

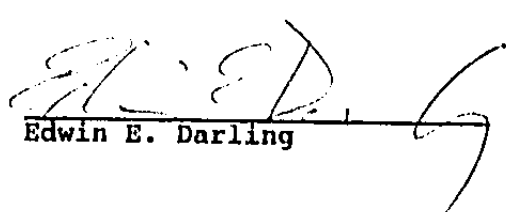
#### **ARTICLE XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29<sup>th</sup> day of July, 1996.

  
Edwin E. Darling

STATE OF FLORIDA  
COUNTY OF PINELLAS

29<sup>th</sup> The foregoing instrument was acknowledged before me this day of July, 1996, by EDWIN E. DARLING, who is personally known to me or who has produced 404 as identification.

  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
CHRISTINE J MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453624  
MY COMMISSION EXP. APR. 18, 1999

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

FILED

96 AUG -1 AM 9:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **Success Quest, Inc.** desiring to  
organize or qualify under the laws of the State of Florida, with  
the principal place of business at 1532 Seagull Drive, #206 in  
the City of Palm Harbor, Florida 34685, has named **Edwin E.  
Darling** as its resident agent to accept service of process  
within Florida.

Signature: *Edwin E. Darling*

Title: President

Date: 7/29/96

ACCEPTANCE BY AGENT

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature: *Edwin E. Darling*

Date: 7/29/96

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34608

P96000064614

1. Edwin E. Darling  
Requestor's Name

1303 Bradford Dr.  
Address

Coppell, TX 75019  
City/State/Zip Phone #

Office Use Only

FILED  
97 AUG 14 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-08/14/97--01085--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Nonprofit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.

VS AUG 22 1997



**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent or both in the State of Florida.

1. The name of the corporation is: Success Quest Inc.
2. The mailing address of the corporation is: Success Quest, Inc., c/o Edwin E. Darling  
1305 Bradford Drive, Coppell, TX 75019
3. Date of incorporation/qualification: August 1, 1996 Document number: P96-000064614
4. The name and address of the current registered agent and office:

Edwin E. Darling  
1532 Seagull Drive #206  
Palm Harbor, FL 34685

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Elizabeth J. Schneider  
109 Rosewood Dr.  
Palm Harbor, FL 34685

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Edwin E. Darling 8/11/97  
(Signature of an officer, chairman or vice chairman of the board) (Date)

Edwin E. Darling President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Elizabeth J. Schneider 8/11/97  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)