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September 11, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines
Tallahassee, Florida 32399
Attn: Kathy Herman

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-09/17/96--01155--004
***122.50 ***122.50

Re: South Florida Training Solutions, Inc.

Dear Kathy:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation. Please file these Articles of Incorporation and provide with a certified copy of the Articles of Incorporation. Enclosed is our firm's check in the amount of \$122.50.

If you have any questions, please call me or Dan Musca of our office.

Sincerely,

Amy W. Recchio

Amy W. Recchio
Legal Assistant

AWR
Enclosures

2H
9-13-96

**ARTICLES OF INCORPORATION OF
SOUTH FLORIDA TRAINING SOLUTIONS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **South Florida Training Solutions, Inc.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 1051 Winderley Place, Suite 303, Maitland, Florida 32751 and the mailing address of the Corporation is 1051 Winderley Place, Suite 303, Maitland, Florida 32751.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Jay Vickers

Address

1051 Winderley Place
Suite 303
Maitland, Florida 32751

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Paul Pielocchi	1051 Winderley Place Suite 303 Maitland, Florida 32751
Jay Vickers	1051 Winderley Place Suite 303 Maitland, Florida 32751

ARTICLE VII
INCORPORATOR

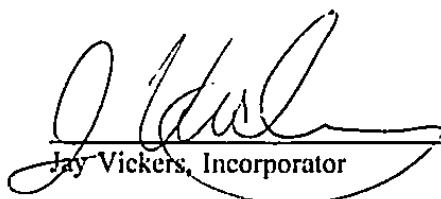
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Jay Vickers	1051 Winderley Place Suite 303 Maitland, Florida 32751

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of September, 1996.



Jay Vickers, Incorporator

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 South Florida Training Solutions, Inc.
2. The name and address of the registered agent and office is:

Jay Vickers
1051 Winderley Place
Suite 303
Maitland, Florida 32751

SIGNATURE:
TITLE:


Incorporator

DATE: September 11, 1996

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


JAY VICKERS

DATE: September 11, 1996