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BODZIN & BODZIN  
ATTORNEYS AT LAW

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96 SEP 30 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1031 IVES DAIRY ROAD  
SUITE 220  
MIAMI, FLORIDA 33179

SIDNEY M. BODZIN

OF COUNSEL

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September 27, 1996

SECRETARY OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

400001960294  
-10/01/96-01017--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTENTION: DIVISION OF CORPORATIONS

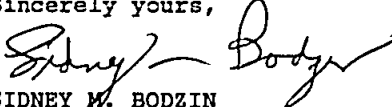
Re: THE TUCKER MANAGEMENT TRAINING CENTER, INC.

Ladies and Gentlemen:

I am enclosing herewith proposed Articles of Incorporation for the corporation above-named, together with my client's check in the amount of \$70.00 to cover cost of filing and designation of registered agent.

I trust that you will find the documentation in order and I thank you for your usual kind attention and cooperation.

Sincerely yours,

  
SIDNEY M. BODZIN

SMB:rmd  
Enclosures (2)

XH  
10-02-96

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE TUCKER MANAGEMENT TRAINING CENTER, INC.

THIS IS TO CERTIFY that I, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 1995, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the corporation is:

THE TUCKER MANAGEMENT TRAINING CENTER, INC.

2. The major purpose of the corporation will be to provide educational tools for use in managerial training. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all the powers authorized and permitted by the said Statutes to corporations formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be five hundred (500) shares of Common Stock at a par value of TEN (\$10.00) DOLLARS per share.

4. The corporation shall commence business with not less than FIVE HUNDRED and NO/100 (\$500.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

447 Northeast 210th Circle Terrace  
Apartment 203  
Miami, Florida 33179

7. There shall be one (1) director initially. The number of directors may be changed at any time at the will of said sole director and, thereafter, by a majority vote of the directors then in office.

8. The name and post office address of the members of the first Board of Directors, and the Officers, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

MINDY S. TUCKER  
447 Northeast 210th Circle Terrace  
Apartment 203  
Miami, Florida 33179

President, Treasurer  
and Director

9. The name and post office address of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take and the value of the consideration therefor, are as follows:

NAME ADDRESS  
MINDY S. TUCKER Same as Above

SHARES

50

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SECRET  
TALLAHASSEE, FLORIDA

10. The corporation designates as its registered office the office of BODZIN & BODZIN, Attorneys at Law, Suite 228, 1031 Ives Dairy Road, Miami, Florida 33179 and SIDNEY M. BODZIN as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, this 20th day of September, 1996.

Mindy S. Tucker (SEAL)  
MINDY S. TUCKER  
Incorporator/Subscriber

STATE OF FLORIDA ]  
: ss.  
COUNTY OF DADE ]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MINDY S. TUCKER, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and, after taking an oath, acknowledged before me that she subscribed to said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me the 20th day of September, 1996.

Sidney M. Bodzin  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



SIDNEY M. BODZIN  
My Commission CC570288  
Expires Aug. 18, 2000

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Sidney M. Bodzin  
SIDNEY M. BODZIN  
Registered Agent