

P9600089/69

DONALD L. BASS
7166 S.E. OSPREY STREET
HOBE SOUND, FLORIDA 33455
(407) 546-6620 or 744-0581

October 8, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-10/29/96--01095--018
***122.50 ***122.50

Re: Kathy M. Skinner, Inc.

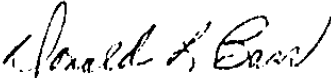
Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

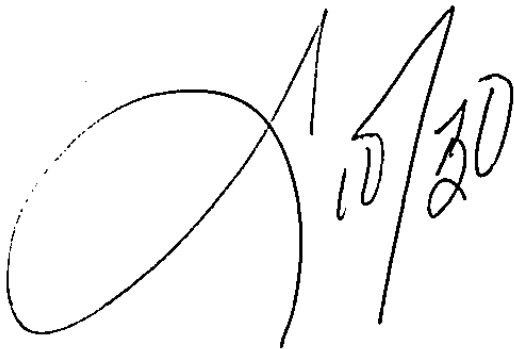
If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass
Registered Agent

FILED
96 OCT 28 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
KATHY M. SKINNER, INC.

FILED
96 OCT 28 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED HEREBY ESTABLISHES THE FOLLOWING FOR PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

KATHY M. SKINNER, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 9324 S.E. SATURN STREET, HOBE SOUND, FL 33455 AND THE MAILING ADDRESS IS: 9324 S.E. SATURN STREET, HOBE SOUND, FL 33455.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO CARRY ON THE BUSINESS OF AN EDUCATIONAL CONSULTANT PROVIDING SERVICES TO THE GENERAL PUBLIC.

(B) FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.

(C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE STOCK.

ARTICLE IV

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 ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

KATHY M. SKINNER
9324 S.E. SATURN STREET
HOBE SOUND, FL 33455

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

KATHY M. SKINNER
9324 S.E. SATURN STREET
HOBE SOUND, FL 33455

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 16 DAY OF Oct, 1996.

Kathy M. Skinner
KATHY M. SKINNER
SUBSCRIBER

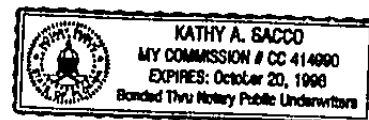
STATE OF FLORIDA)
) SS.
COUNTY OF MARTIN)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED KATHY M. SKINNER KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D. USED AS CONFIRMATION OF IDENTITY.
S5605-15615190

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 16 DAY OF Oct, 1996.

Kathy A. Sacco
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES: _____



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:

FIRST: THAT KATHY M. SKINNER, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 9324 S.E. SATURN STREET, HOBE SOUND, STATE OF FLORIDA, HAS
NAMED DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND,
FLORIDA 33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Kathy M. Skinner
KATHY M. SKINNER
PRESIDENT

10/16/96
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES.

Donald L. Bass
(SIGNATURE, RESIDENT AGENT)
DONALD L. BASS

10/18/96
DATE

96 OCT 28 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED