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LAW OFFICES OF

JOHN V. BAUM, P.A.

213 SOUTH SWCOPE AVENUE, MAITLAND, FLORIDA 32751 • TELEPHONE (407) 645-5325 • FAX (407) 645-5670

JENNIFER H. CROWSON
LEGAL ASSISTANT

November 4, 1996

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

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-11/07/96--01076--019
****122.50 ****122.50

Re: Instructional Systems Design Group, Inc.

Enclosed find an original and one copy of the Articles of Incorporation for the above corporation and my check in the amount of \$122.50 to cover the filing fees.

Please return a certified copy of the Articles to this office.

Sincerely yours,


John V. Baum

JVB/jc
Enclosure

FILED
96 NOV -7 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

FILED

FOR

96 NOV -7 PM 4:02

INSTRUCTIONAL SYSTEMS DESIGN GROUP, INC. TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be INSTRUCTIONAL SYSTEMS DESIGN GROUP, INC., and the principal business and mailing address is 1610 Highland Drive, Longwood, Florida 32750.

ARTICLE II

Objects and Purposes of Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper

for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III **Term of Existence**

The corporation shall have perpetual existence.

ARTICLE IV **Designation of Registered Agent and Acceptance**

The name of the initial registered agent of this corporation is MARTIN S. GOODWIN, SR., and the address of the initial registered office of this corporation shall be 1610 Highland Drive, Longwood, Florida 32750.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

ARTICLE V **Capital Stock**

The capital stock of the corporation shall consist of 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI **Board of Directors**

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the

initial director of the corporation is Martin S. Goodwin, Sr., 1610 Highland Drive, Longwood, Florida 32750.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

ARTICLE VII Initial Capital

The amount of capital with which the corporation shall begin business is \$500.00.

ARTICLE VIII Corporate Officers

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President: Martin S. Goodwin, Sr.
1610 Highland Drive
Longwood, Florida 32750

Vice-President: Vacant

Secretary: Vacant

Treasurer: Vacant

ARTICLE IX Identity of Incorporator; Pre-emptive Rights

The name and address of the incorporator is Martin S. Goodwin, Sr., 1610 Highland Drive, Longwood, Florida 32750.

Every shareholder of the corporation, 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

Annual Meeting of Shareholders

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI

Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE XII

Limits of Liability

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns

shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Maitland, Florida, on October 31, 1996.

Martin S. Goodwin, Sr.
Martin S. Goodwin, Sr.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Martin S. Goodwin, Sr. who ☐ is to me well known and known by me to be the person described in and who signed the foregoing Articles of Incorporation, or ☐ who produced a valid Florida Driver's License as proof of his or her identity, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on October 31, 1996.

Jennifer Crowson
Notary Public

My commission expires:

JENNIFER CROWSON
Notary Public, State of Florida
My comm. expires Sept. 21, 1998
No. CC 408679

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV - 7 PM 4:02

FILED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 224-8870 • 1-800-342-8062 • Fax (904) 224-1222

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 *****35.00 *****35.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Name Reservation
- ___ Merger File
- ___ ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC-1 or 3 File
- ___ UCC-1 Search
- ___ UCC-1 Retrieval
- ___ Courier

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

97 JUN 17 PM 1:06

FILED

6/17

Handwritten signature: Gary Hand

97 JUN 17 AM 10:24

RECEIVED

DIVISION OF CORPORATION

Signature _____

Requested by DK Date 6/17 Time 9:51

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INSTRUCTIONAL SYSTEMS DESIGN GROUP, INC.

FILED
97 JUN 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

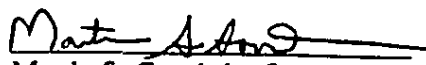
1. ARTICLE I of the Articles of Incorporation of INSTRUCTIONAL SYSTEMS DESIGN GROUP, INC. is amended to read as follows:

I.

The name of the corporation shall be MATRIX DEVELOPMENT GROUP, INC., and the principal business and mailing address is 1610 Highland Drive, Longwood, Florida 32750.

2. The foregoing instrument was adopted by Martin S. Goodwin, Sr., the sole director and shareholder of the corporation on June 13, 1997.

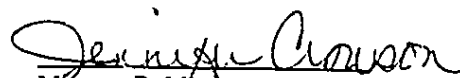
IN WITNESS WHEREOF the undersigned president of this corporation have executed these Articles of Amendment on June 13, 1997.


Martin S. Goodwin, Sr., President

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Martin S. Goodwin, Sr. to me personally known as the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of June, 1997.


Notary Public

My commission expires:

JENNIFER CROWSON
Notary Public, State of Florida
My comm. expires Sept. 21, 1998
No. CC 408679