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LAW OFFICES OF KARLENE S. STEVENS, P.A.

*Admitted in Florida and Arkansas

October 16, 1996

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

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-10/18/96--01103--010
****122.50 ****122.50

RE: Riley & Associates, Inc, dba Choices, Options, Alternatives Training

Dear Division of Corporations:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 to cover the filing fee and a certified copy. Also, when filed, please fax and mail the articles to me at the numbers listed below.

If you have any questions or need any additional information, please call me at (561) 802-4133.

Sincerely,

Karlene S. Stevens

Karlene S. Stevens, Esquire

enclosure

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Northbridge Center Third Floor Pavilion
515 North Flagler Drive
West Palm Beach, FL 33401
(561) 802-4133 (561) 802-4199 Fax

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 21, 1996

KARLENE S STEVENS ESQ' IIRE
515 N FLAGLER DRIVE
WEST PALM BEACH, FL 33401

SUBJECT: RILEY & ASSOCIATES, INC. D/B/A CHOICES,
OPTIONS, ALTERNATIVES TRAINING
Ref. Number: W96000022313

We have received your document for RILEY & ASSOCIATES, INC. D/B/A CHOICES, OPTIONS, ALTERNATIVES TRAINING and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00048377

LAW OFFICES OF KARLENE S. STEVENS, P.A.

*Admitted in Florida and Arkansas

November 8, 1996

Florida Department of State
Division of Corporations
ATTN: Freida Chesser
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: R. R. Riley & Associates, Inc.
Articles of Incorporation

Dear Ms. Chesser:

Enclosed please find articles of incorporation for the above named entity for filing with the State. When they have been filed, please fax me a copy along with the document number at (561) 802-4199.

Thank you for your assistance. If you have any further questions, please feel free to contact me at (561) 802-4133.

Sincerely,



Karlene S. Stevens, Esquire

enclosure

Northbridge Center Third Floor Pavilion
515 North Flagler Drive
West Palm Beach, FL 33401
(561) 802-4133 (561) 802-4199 Fax

**ARTICLES OF INCORPORATION
OF
R. R. RILEY & ASSOCIATES, INC.**

The undersigned natural person, acting hereby as incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be R.R. Riley & Associates, Inc. The principal place of business and mailing address of this corporation is 1700 Embassy Drive, #601, West Palm Beach, Florida, 33401.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in every aspect in employment training, development, consulting, and all its fields of specializations, and to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.
- B. To engage in and render professional services involved only through its officers, agents and employees or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.

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TALLAHASSEE, FLORIDA

- D. To do everything necessary and proper in accomplishing the purposes herein set forth and anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock at ten dollars (\$10.00) per share par value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered office is 1700 Embassy Drive, # 601, West Palm Beach, Florida 33401 and the name of its initial registered agent at said address is Rosliand R. Riley.

ARTICLE VI

INCORPORATOR

The name and address of its incorporator is as follows:

Rosliand R. Riley
1700 Embassy Drive, # 601
West Palm Beach, Florida 33401

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but never less than one. The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rosliand R. Riley	1700 Embassy Drive, #601, West Palm Beach, FL 33401
Joseph J. Riley	1700 Embassy Drive, #601, West Palm Beach, FL 33401

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting the action so taken shall be signed by all the Shareholders entitled to vote upon action at a meeting and files with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or this corporation becomes legally disqualified to render the services for which the corporation is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of services. The corporation shall forthwith, upon such disqualification of

any shareholder, purchase such shareholder's shares and pay him/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAWS AND AMENDMENTS

TO THE ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the bylaws or Articles of Incorporation of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with laws of Florida governing a Business Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 1st day of October, 1996.

X Rosliand R. Riley
ROS LIAND R. RILEY
INCORPORATOR
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TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:
R. R. Riley & Associates, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at **1700 Embassy Drive, #601, City of West Palm Beach, County of Palm Beach, State of Florida**, has named **ROS LIAND R. RILEY** as its registered agent to accept service of process in the State of Florida.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept the designation and appointment as registered agent of **R. R. Riley & Associates Inc.** and accept the obligations and responsibilities of such office as provided in Florida Statutes 607.0505 and promise to fully perform my duties pursuant to the laws of the State of Florida.

X Rosliand R. Riley
ROS LIAND R. RILEY
REGISTERED AGENT

11/01/96
DATE