

**FLORIDA MANAGEMENT SERVICES**  
INDEPENDENT ACCOUNTANTS IN PUBLIC PRACTICE

P96000095755

11/14/96

- Florida Department of State  
Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32301

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-11/19/96--01047--017  
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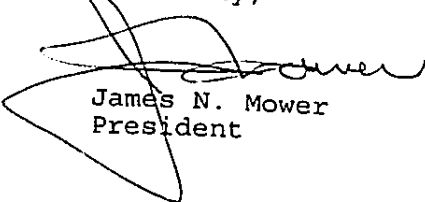
Re: Incorporation Application - ProTrain, Inc.

Attached are the Articles of Incorporation for the above referenced Corporation and the necessary filing fees as follows:

Filing fees:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$52.50
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	\$122.50
	=====

Please send the certified copy of the articles to the address below.

Sincerely,

  
James N. Mower  
President

NOV 25 1996

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 18 AM 8:46

FILED

5201 West Kennedy Blvd., Suite 530, Tampa, Florida 33609  
Tel. (813) 870-3292 ~ Fax (813) 286-9604

ARTICLES OF INCORPORATION  
OF

ProTrain, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract hereby forms a corporation  
under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be:

ProTrain, Inc.

1512 S. Cameron Court  
Tampa, Florida 33629

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida or any other state, country,  
territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation  
is authorized to have outstanding at any one time is 7,500 shares  
of common stock having a par value of \$1 per share.

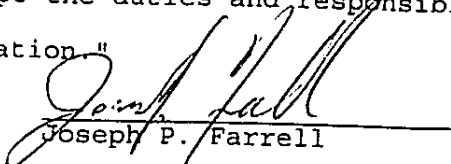
ARTICLE IV. REGISTERED AGENT ADDRESS

The street address of the initial registered office of the  
corporation shall be:

1512 S. Cameron Court  
Tampa, Florida 33629

The name and written acceptance of the initial registered agent of  
the corporation at that address is as follows:

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

  
Joseph P. Farrell

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Director

Joseph P. Farrell  
1512 S. Cameron Court  
Tampa, Florida 33629

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary

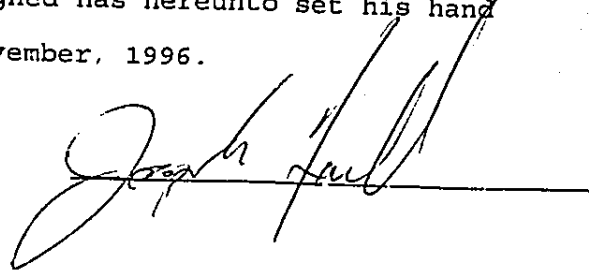
Joseph P. Farrell  
1512 S. Cameron Court  
Tampa, Florida 33629

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Joseph P. Farrell  
1512 S. Cameron Court  
Tampa, Florida 33629

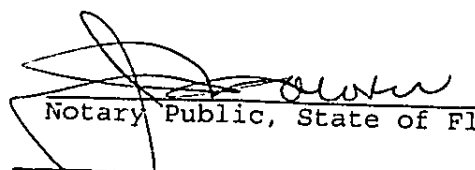
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of November, 1996.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of November, 1996.



Notary Public, State of Florida

OFFICIAL NOTARY SEAL  
J N MOWER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC593721  
MY COMMISSION EXP. OCT. 15, 2000