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ARDAMAN, AHLERS & BONUS

170 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
A. KURT ARDAMAN
JOHN. F. BENNETT
PHILIP F. BONUS
JOHN M. CACCIATORE
JULIAN K. DOMINICK
LORI W. ROSBRUGH
CHARLES R. STEPTER, JR.

TELEPHONE (407) 425-2786

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December 10, 1996

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

EFFECTIVE DATE
12/10/96

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-12/12/96--01047--002
****122.50 ****122.50

Re: Career Concepts Technologies, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named entity together with a check in the sum of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joan M. Cacciatore

Enclosures

FILED
96 DEC 12 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 12/12/96

EFFECTIVE DATE
12/10/96

**ARTICLES OF INCORPORATION
OF
CAREER CONCEPTS TECHNOLOGIES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: Career Concepts Technologies, Inc, 1025 S. Semoran, Winter Park, FL 32792.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this Corporation and its purpose are: to market, consult, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, or any other business activity permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.

Each shareholder of any share of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares of an unissued or treasury shares.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on December 10, 1996.

ARTICLE V. REGISTERED AGENT & INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

John M. Cacciatore, Esq.
170 East Washington Street
Orlando, Florida 32801-2397

The Board of Directors from time to time may move the Registered Office to any other

address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Larry Lanpher
1119 Trotwood Blvd.
Winter Springs, FL 32708

Elizabeth Lanpher
1119 Trotwood Blvd.
Winter Springs, FL 32708

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Larry Lanpher

ARTICLE IX. AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This corporation reserves the right to amend or repeal any of the provisions contained in these

Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. BY-LAWS

The initial By-laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-laws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December 10, 1996.



Incorporator, Larry Lanpher

STATE OF FLORIDA

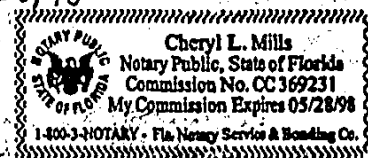
COUNTY OF *Orange*

BEFORE ME, the undersigned authority, personally appeared Larry Lanpher, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December 10, 1996. *Produced FL Drivers License.*



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: *5/28/98*



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is Career Concepts Technologies, Inc.
2. The address of the registered office is 170 E. Washington Street, Orlando, Florida 32801-2397.
3. The name of the registered agent at the registered office is John M. Cacciatore.

Dated: December 10, 1996


By: Larry Lanpher, President

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 10, 1996


John M. Cacciatore

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