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George N. Klimis, P.A.
Attorney at Law

30 North Ring Avenue, Suite 400
Tarpon Springs, Florida 34689

L.L.M. Taxation
Office: 813-943-9551
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November 25, 1996

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **GROWTH-WISE CONSULTING CORPORATION**

Dear Sir:

Please find enclosed original and duplicate copy of Article of Incorporation for the above proposed corporation. Also, enclosed is my Trust account check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

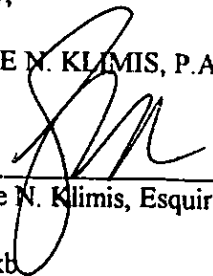
After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 
George N. Klimis, Esquire

GNK/mkb
Encls.

FILED
96 NOV 25 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

GEORGE N. KLIMIS PA
30 NO RING AVE. STE 400
TARPON SPRINGS, FL 34689

SUBJECT: GROWTH-WISE CONSULTING CORPORATION
Ref. Number: W96000025623

We have received your document for GROWTH-WISE CONSULTING CORPORATION. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00054792

**ARTICLES OF INCORPORATION
OF
GROWTH-WISE CONSULTING CORPORATION**

96 NOV 25 PM 12:40
FILED
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **GROWTH-WISE CONSULTING CORPORATION**. The address of the principal office of this corporation shall be 454 MacGregor Road, Winter Springs, Florida 32708, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) Director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name	Address
JAMES ALLEN KLIMIS	3501 Sarazen Drive New Port Richey, Florida 34655

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

Name

Address

GEORGE N. KLIMIS

30 North Ring Avenue, Suite 400
Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

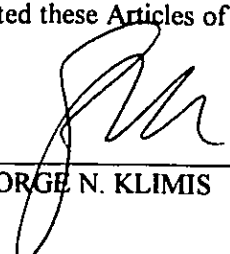
ARTICLE 10: BYLAWS

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

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of November, 1996.



GEORGE N. KLIMIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 25th day of November, 1996, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.



sign: _____

print: MARIANN BLACKBURN
Notary Public - State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 25th day of November, 1996.

GEORGE N. KLIMIS