

Est. 1757

**DRAKEFORD**

**DRAKEFORD**

A C C O U N T A N T S  
A PROFESSIONAL ASSOCIATION

797000006421

Reply to:  
Tampa, Fl

January 7, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

000002060300--7  
-01/16/97--01054-017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: U-Help, Inc.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$122.50 to cover filing fees.

After filing, please forward Certificate of Incorporation to the undersigned at the address shown below.

Sincerely,

*Robert L. Singer*  
Robert L. Singer  
Associate

enc.

JAN 23

FILED  
97 JAN 16 PM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. Box 22023  
Tampa, FL 33622-2023  
(813) 248-3001  
Fax: (813) 247-4115

2000 North 14th Street  
Suite 410  
Arlington, VA 22201  
(703) 527-2200  
Fax: (703) 522-2030

P.O. Box 4534  
Tallahassee, FL 32300-4534  
(805) 040-4142  
Fax: (805) 040-5533

ARTICLES OF INCORPORATION  
OF  
U-HELP, INC.

**FILED**  
97 JAN 16 AM 8:54

The undersigned, for the purpose of forming a corporation, hereby adopt the following Articles of Incorporation.

ARTICLE ONE  
NAME

The name of the Corporation is U-Help, Inc., 2005 N 32nd Street, Tampa, FL 33605.

ARTICLE TWO  
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE  
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, employment training.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 500 all of which shall be common shares with a par value of \$ .001.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

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

ARTICLE SIX  
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Walter H.C. Drakeford.

**ARTICLE SEVEN**  
**DIRECTORS/OFFICERS**

The name and address of the President of the Corporation is:

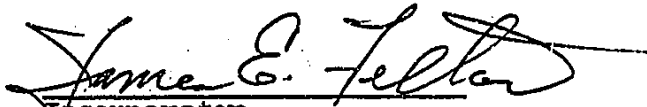
James E Felton                      2005 N 32nd Street  
Tampa, FL 33605.

**ARTICLE EIGHT**  
**INCORPORATORS**

The name and address of the incorporator is:

James E. Felton                      2005 N 32nd Street  
Tampa, FL 33605

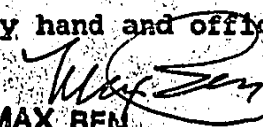
IN WITNESS WHEREOF, I have subscribed my name on this 7th day  
of January, 1997.

  
Incorporator

STATE OF  
COUNTY OF Hillsborough

On this 7th day of January, 1997, before me, the  
undersigned officer, personally appeared James E. Felton, who has  
produced a driver's license as identification, to be the person  
whose name is subscribed to the within instrument, and  
acknowledged that he executed the same for the purpose there  
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official  
seal.

  
MAX BEN  
NOTARY PUBLIC - STATE OF FLORIDA  
Notary Commission Expires on 1997  
COMMISSION No. CC 308222

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that U-Help, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Hillsborough, State of Florida, has named Walter H.C. Drakeford, 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT AND ACCEPTANCE;**

Having been named to accept service of process for the above named Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Walter H.C. Drakeford

**FILED**  
97 JAN 16 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA