

PA7000018921

Meta-Performance Learning Systems, Inc.
4020 S. 57th Avenue
Lake Worth, FL 33463

800002032748--3
-02/11/97--01002--003
****122.50 ****122.50

Date: January 17, 1997

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

RE: Meta-Performance Learning Systems, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Judy A. Hoffman
Judy A. Hoffman

615-611

W97-3360

97 FEB 29 PM 3:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

af 2/28/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
DEPARTMENT OF STATE
CORPORATIONS
97 FEB 28 PM 3:09

February 11, 1997

META PERFORMANCE LEARNING SYSTEMS INC.
ATTN: JUDY A. HOFFMAN
4020 SOUTH 57TH AVENUE
LAKE WORTH, FL 33463

SUBJECT: META-PERFORMANCE LEARNING SYSTEMS, INC.
Ref. Number: W97000003360

We have received your document for META-PERFORMANCE LEARNING SYSTEMS, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00007200

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 28 PH 3:09

ARTICLES OF INCORPORATION
OF
Meta-Performance Learning Systems, Inc.

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

ARTICLE I - CORPORATE NAME

The name of the corporation is : Meta-Performance Learning Systems, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares (500) of one dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Share".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is :

4020 S. 57th Avenue
Lake Worth, FL 33463

The name and street address of the Initial Agent of this Corporation is :

William Gardner Morgan, Jr.
2158 West Palma Circle
West Palm Beach, FL 33415

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

William Gardner Morgan, Jr.
2158 West Palma Circle
West Palm Beach, FL 33415

Judy A. Hoffman
108 Westwood Court
Atlantis, FL 33462

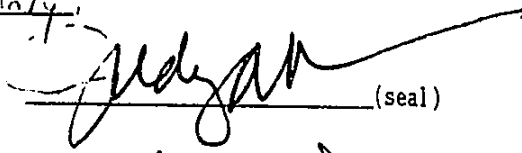
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

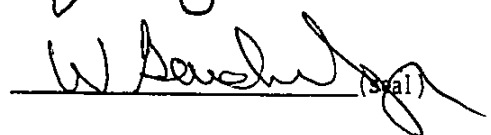
William Gardner Morgan, Jr.
2158 West Palma Circle
West Palm Beach, FL 33415

Judy A. Hoffman
108 Westwood Court
Atlantis, FL 33462

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation
this 17th day of January,
19 97.



(seal)



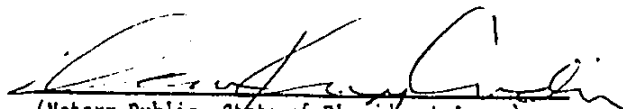
(seal)

STATE OF FLORIDA)
 SS
COUNTY OF PALM BEACH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared William Gardner Morgan, Jr. and Judy A. Hoffman known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 13 day of January, 1997.

(notary seal)



(Notary Public, State of Florida at Large)

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 28 PM 3:09

February 12, 1997

ACCEPTANCE BY THE REGISTERED AGENT:

META PERFORMANCE LEARNING SYSTEMS INC.
4020 SOUTH 57TH AVENUE
LAKE WORTH, FL 33463
#W97000003360

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

William Gardner Morgan Jr
William Gardner Morgan, Jr.
2158 West Palma Circle
West Palm Beach, FL 33415

date Feb 17, 1997

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and
County set forth above, personally appeared William Gardner Morgan, Jr known to me
and known to be the person who executed the above and who acknowledged before me
that he executed the above.

IN WITNESS THEREOF, I have hereunto affixed my hand and seal, in the State and
County aforesaid, this 15 day of February 1997.

(notary seal)

Deanna Knapp-Cardineau
(Notary Public, State of Florida at Large)

My commission expires:

