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March 3, 1997

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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Articles of Incorporation
PROPER PROTOCOL, INC.

700002105157--1
-03/05/97--01089--001
*****120.50 *****120.50

Dear Sirs or Madams:

700002105157--1
-03/05/97--01089--002
*****2.00 *****2.00

Please file the enclosed original Articles of Incorporation for the ~~two~~ corporations referenced above. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation, sending a certified copy of the Articles, and designation of the registered agent. The certified copy should be to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,
BATTAGLIA, ROSS, DICUS & WEIN, P.A.

John Giacoletti

John Giacoletti
Corporate Paralegal

3-12-97
DS

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97 MAR -5 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROPER PROTOCOL, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is PROPER PROTOCOL, INC.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage 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 one thousand (1000) shares, all of one class, at \$0.01 par value.

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STATE OF FLORIDA
TALLAHASSEE

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation are as follows:

KIM GODDARD
9040 Water Ash Lane
Pinellas Park, Florida 33782

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

9040 Water Ash Lane
Pinellas Park, Florida 33782

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of the corporation is:

<u>Name</u>	<u>Address</u>
KIM GODDARD	<u>9040 Water Ash Lane</u> <u>Pinellas Park, Florida 33782</u>

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Kim Goddard
9040 Water Ash Lane
Pinellas Park, Florida 33782

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

Kim Goddard
KIM GODDARD
Registered Agent

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**ARTICLE XVI
INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

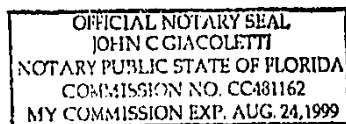
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the _____ day of March, 1997.

Kim Goddard
KIM GODDARD, Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me personally appeared on this 3rd day of March, 1997, KIM GODDARD, who is personally known to me or has produced _____ as identification, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC



PRINT NAME: John C. Giacoletti
State of Florida (SEAL)
Commission No.:
My Commission Expires:

ARTICLE XII

AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any annual or special meeting of the stockholders, by vote of the stockholders entitled to vote in the election of directors; provided, however, that the notice of such meeting shall have been given as provided in these Bylaws, which notice shall mention that amendment or repeal of these Bylaws, or the adoption of new Bylaws, is one of the purposes of such meeting. These Bylaws may also be amended or repealed, or new Bylaws may be adopted by the Board at any meeting thereof; provided, however, that notice of such meeting shall have been given as provided in these Bylaws, which notice shall mention that amendment or repeal of the Bylaws, or the adoption of new Bylaws, is one of the purposes of such meeting and provided further that Bylaws adopted by the Board may be amended or repealed by the stockholders as hereinabove provided.

Adopted effective March 3, 1997.

PROPER PROTOCOL, INC.

By: *Kim Goddard*
KIM GODDARD, DIRECTOR

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TALLAHASSEE, FLORIDA