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LAW OFFICE OF  
THOMAS M. FITZGIBBONS

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April 3, 1997

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\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
The Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32399

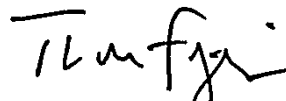
RE: WILSON ASSESSMENT CORP.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 for the filing of same.

Please file the Articles of Incorporation and return a copy to me at the above address. Thank you for your assistance in this matter.

Sincerely,



Thomas M. Fitzgibbons

TMF/cgs  
Enclosures

FILED  
97 APR -8 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 4/9/97

**ARTICLES OF INCORPORATION  
OF  
WILSON ASSESSMENT CORP.**

**FILED  
97 APR -8 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: WILSON ASSESSMENT CORP.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all businesses permitted under the laws 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 300,000 shares of common stock having par value of \$.01 per share.

**ARTICLE IV. PRINCIPAL OFFICE**

The principal office and mailing address of WILSON ASSESSMENT CORP. shall be:  
4411 Bee Ridge Road, #592  
Sarasota, FL 34233

**ARTICLE V. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence.

**ARTICLE VI. REGISTERED AGENT AND 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:

Thomas M. Fitzgibbons  
Attorney at Law  
1800 Second Street  
Suite 880  
Sarasota, Florida 34236

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have one director 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 VIII. INITIAL DIRECTORS.**

The name of the initial director of this Corporation and street address is:

Ned B. Wilson  
4411 Bee Ridge Road #592  
Sarasota, FL 34233

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX. INCORPORATION.**

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

Ned B. Wilson  
4411 Bee Ridge Road #592  
Sarasota, FL 34233

**ARTICLE X. 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 stockholder's 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.

IN WITNESS WHEREOF, the undersigned NED B. WILSON as Incorporator, has executed the foregoing Articles of Incorporation on the 3<sup>rd</sup> day of April, 1997.

  
NED B. WILSON

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

The undersigned, **THOMAS M. FITZGIBBONS, ESQUIRE**, having been designated as Registered Agent to accept service of process for WILSON ASSESSMENT CORP., hereby agrees and accepts to act in this capacity, and agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation for WILSON ASSESSMENT CORP., as follows:

Registered Agent:           **THOMAS M. FITZGIBBONS, ESQUIRE**  
Registered Office:           1800 Second Street  
Suite 880  
Sarasota, Florida 34236

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of April,

1997.

  
\_\_\_\_\_  
THOMAS M. FITZGIBBONS

**FILED**  
**97 APR -8 AM 9:12**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**