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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROFESSIONAL DEVELOPMENT & LEARNING, INC.

AUDIT NUMBER.....H97000007186

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL DEVELOPMENT & LEARNING, INC.

ARTICLE I  
NAME

The name of this Corporation is PROFESSIONAL DEVELOPMENT & LEARNING, INC.

ARTICLE II  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III  
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV  
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V  
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Bruce Macdade, 1906 N.W. 36th Court, Fort Lauderdale, FL 33309.

RICHARD H. BREIT, ESQ.  
FLORIDA BAR NO. 28346  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
954-983-4111

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**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of this corporation is Richard Breit, 3111 Stirling Road, Fort Lauderdale, FL 33312.

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the corporation is 1906 N.W. 36th Court, Fort Lauderdale, FL 33309.

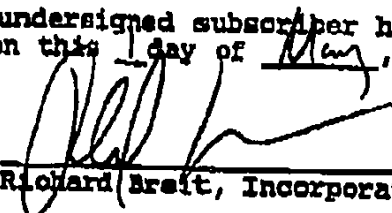
**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX  
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of May, 1997.

  
Richard Breit, Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
RICHARD H. BREIT

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April 28, 1997

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SECRETARY OF STATE  
Division of Corporations  
George Firestone Building  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32399

RECEIVED  
TALLAHASSEE, FLORIDA

Re: Manjula Kalidindi, P.A.

Gentlemen:

Enclosed please find the original and one copy of the 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.

If you have any questions, please contact me at 954/474-4594.

Sincerely,

Manjula Kalidindi

*Manjula Kalidindi*

Manjula Kalidindi

11401 N. Mt. Vernon Drive  
Plantation, FL 33325

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**Articles of Incorporation  
of  
Manjula Kalidindi, P.A.**

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ARTICLE I - NAME

The name of this Florida corporation is:  
Manjula Kalidindi, P.A.

The Corporation is being formed for the practice of law and all other activities permitted under applicable law.

ARTICLE II - ADDRESS

The mailing address of the Corporation is:  
Manjula Kalidindi, P.A.  
11401 N. Mt. Vernon Drive  
Plantation, FL 33325

ARTICLE III - CAPITAL STOCK

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

ARTICLE IV - REGISTERED AGENT

The name and address of the registered agent of the Corporation is:  
Manjula Kalidindi  
11401 N. Mt. Vernon Drive  
Plantation, FL 33325

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The names and addresses of the initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Manjula Kalidindi  
11401 N. Mt. Vernon Drive  
Plantation, FL 33325

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Manjula Kalidindi  
11401 N. Mt. Vernon Drive  
Plantation, FL 33325

ARTICLE VII - DURATION

The Corporation shall have perpetual existence. The corporate existence commences on April 28, 1997.

Manjula Kalidindi  
MANJULA KALIDINDI

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**

Manjula Kalidindi, P.A.

**REGISTERED AGENT:**

Manjula Kalidindi  
11401 N. Mt. Vernon Drive  
Plantation, FL 33325

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
MANJULA KALIDINDI

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