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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -6 AM 11:48

June 3, 1997

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*****70.00 *****70.00

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

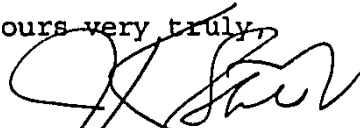
RE: Incorporation of ORGANIZATIONAL LEARNING, INC.

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation for ORGANIZATIONAL LEARNING, INC. along with a check in the amount of \$70.00 for the filing of same.

Thank you for your assistance and cooperation in this matter.

Yours very truly,



Joseph K. Still, Jr.

JKS/jld

*Done Person has
R97-2536*

D. BROWN JUN - 9 1997

ARTICLES OF INCORPORATION
OF
ORGANIZATIONAL LEARNING, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -6 AM 11:48

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be ORGANIZATIONAL LEARNING, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) and shall have no par value. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in IRC §1361(c)(2) (or its successor section). In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE IV

The street address of the initial registered office of the corporation is 9688 Dogwood Avenue, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at such address is Magdala Trautsch Ray. The principal office and mailing address of the corporation is 9688 Dogwood Avenue, Palm Beach Gardens, Florida 33410.

ARTICLE V

The name and post office address of each incorporator is:

NAME

ADDRESS

MAGDALA TRAUTSCH RAY

9688 Dogwood Avenue
Palm Beach Gardens, FL 33410

EXECUTED by the undersigned at West Palm Beach, Florida, this

2nd day of June, 1997.

Magdala Trautsch Ray
MAGDALA TRAUTSCH RAY

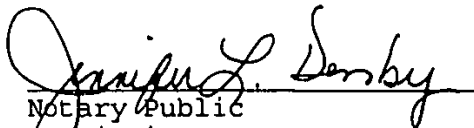
STATE OF FLORIDA

COUNTY OF PALM BEACH

ss.

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared MAGDALA TRAUTSCH RAY to me known to be the person described in and who executed the foregoing Articles of Incorporation of **ORGANIZATIONAL LEARNING, INC.** and she acknowledged before me that she executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 1997.


Notary Public
Commission No.:
Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING

AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 607.0501 Florida Statutes, the following is submitted:

FIRST, that ORGANIZATIONAL LEARNING, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Beach Gardens, State of Florida, and has named Magdala Trautsch Ray, located at 9688 Dogwood Avenue, Palm Beach Gardens, Florida 33410 as its agent to accept service of process within Florida.

ORGANIZATIONAL LEARNING, INC.

Magdala Trautsch Ray
Magdala Trautsch Ray

HAVING BEEN named to accept service of process by the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. DATED this 2nd day of _____

June, 1997.

Magdala Trautsch Ray
Magdala Trautsch Ray

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