

Accounting
Financial

SUITE 300
374 MAPLE AVENUE, EAST
VIENNA, VIRGINIA 22180
TEL: (703) 255-5508
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October 19

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

200002328642--8
-10/24/97--01016--004
*****78.75 *****78.75

SUBJECT: ABBOTT TRAINING SERVICES, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard C. Foote, President

Name (Printed or typed)

Accounting Financial Ltd.
374 Maple Avenue, East, Suite 300

Address

Vienna, VA 22180

City, State & Zip

TEL: 703-255-5508
FAX: 703-255-3072

Daytime Telephone number

FILED
97 OCT 24 PM 3:36
TALLAHASSEE, FLORIDA

10/27/97

**ARTICLES OF INCORPORATION
OF
ABBOTT TRAINING SERVICES, INC.**

97 OCT 24 PM 3:38
FILED
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Abbott Training Services, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1500 Beville Road, Suite 606-294
Daytona Beach, FL 32114

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Common Stock 100 Shares Par Value \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

James A. Abbott
1500 Beville Road, Suite 606-294
Daytona Beach, FL 32114

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Richard C. Foote, CPA
374 Maple Avenue, East, Suite 300
Vienna, VA 22180

ARTICLE VI PURPOSES

The purposes for which the Corporation is organized are as follows: to provide training services and to exercise all of the powers conferred by the laws of Florida upon corporations formed under the Florida Business Corporation Act and to do any and all things hereinbefore set forth to the same extent as natural persons might do, and further, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainments of any of the objectives or any of the powers hereinbefore mentioned. Without limitation by virtue of the foregoing, the Corporation shall have the power to enter into partnership agreements with other corporations and individuals, and also to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these Articles of Incorporation.

ARTICLE VII DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as Director until the first annual meeting of the stockholders or until his successors are elected and shall be qualified are as follows:

James A. Abbot
1500 Beville Road, Suite 606-294
Daytona Beach, FL 32114

ARTICLE VIII PREEMPTION

No stockholder shall have the preemptive right to subscribe to shares of stock of the Corporation or to securities convertible into such shares.


ARTICLE IX OPTIONS AND WARRANTS

The Corporation shall have power to offer options and warrants for the purchase of unissued or treasury shares to its officers and employees and those of its subsidiaries on such terms and conditions and for such consideration as may be approved by the Board of Directors.

ARTICLE X INDEMNIFICATION

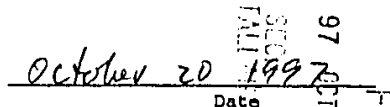
Each person now or hereafter a Director or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having Director or officer of the Corporation (whether or not a Director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or officer. In the event of any other judgment against such Director or officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the person involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.


Signature/Incorporator


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent


Date

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FILED