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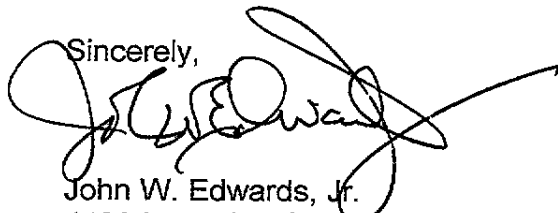
November 6, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Subject: The Edwards Management Group, Incorporated (Proposed Corporate Name)

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$131.25 for filing fee, certificate and certified copy of the Articles. Please return the appropriate documents to me with the filing date.

Sincerely,



John W. Edwards, Jr.  
4409 Lacewing Court  
Jacksonville, Florida 32258  
(904) 358-7474 extension 210 - (Daytime)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF IN CORPORATION**

**OF**

**The Edwards Management Group, Incorporated**

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 this Corporation shall be: The Edwards Management Group, Incorporated

### **ARTICLE II - PRINCIPAL OFFICE**

4409 Lacewing Court, Jacksonville, Florida 32258

### **ARTICLE III - PURPOSES**

The purposes of this Corporation involves the whole system of organizational care. The functions of this Corporation involve planning, organizing, coordinating, directing, controlling, and supervising any business project or activity with responsibility for results; managing employer and employee relations; devising and installing procedures for use within business; performing human resources functions; providing training, management consulting, job training and job placement assistance; and, facilitating community building activities.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting this Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

### **ARTICLE 1V - POWERS**

This Corporation shall have all the powers enumerated in the Florida Business Corporation Act.

## ARTICLE V - SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this Corporation is authorized to have outstanding at any given time is 1,000.

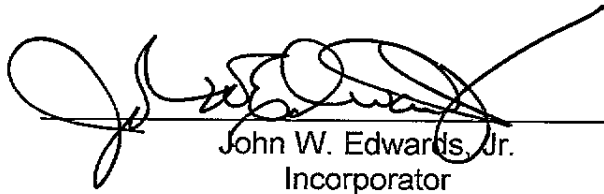
## ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

John W. Edwards, Jr., 4409 Lacewing Court, Jacksonville, Florida 32258

## ARTICLE VII - INCORPORATOR

John W. Edwards, Jr., 4409 Lacewing Court, Jacksonville, Florida 32258

The undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup>  
Day of November 1997.

  
\_\_\_\_\_  
John W. Edwards, Jr.  
Incorporator

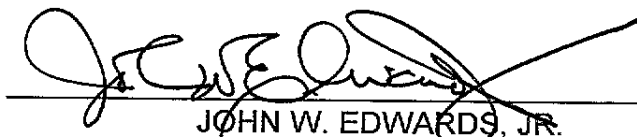
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designing the registered office and registered agent, in the State of Florida.

1. The name of the Corporation is: The Edwards Management Group, Incorporated
2. The name and address of the registered agent and office is:

John W. Edwards, Jr.  
4409 Lacewing Court  
Jacksonville, Florida 32258

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.

  
\_\_\_\_\_  
JOHN W. EDWARDS, JR.  
SIGNATURE OF REGISTERED AGENT

11-6-97  
DATE

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA