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December 15, 1997

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

Re: Articles of Incorporation of Carlino-Johnston Institute
for Organizational Performance Inc.

Dear Sirs:

Enclosed you will find the Articles of Incorporation of Carlino-Johnston Institute For Organizational Performance Inc. for filing, together with our check in the amount of \$70.00 for the corporate filing fee (\$35.00) and the registered agent designation (\$35.00). Also enclosed is an additional copy of the Articles of Incorporation which we would ask that you stamp as filed and return to us together with the Certificate of Filing in the enclosed self-addressed stamped envelope.

If there is any problem with this document, please call me immediately at (561) 844-3600.

Sincerely yours,

Bernard A. Conko

BAC/abc
Enclosures
cc: Owen A. Dixon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 17 PM 12:34

FILED

nc 12/17/97

ARTICLES OF INCORPORATION
OF
CARLINO-JOHNSTON INSTITUTE FOR ORGANIZATIONAL PERFORMANCE, INC.

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97 DEC 17 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, §607, hereby adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is CARLINO-JOHNSTON INSTITUTE FOR ORGANIZATIONAL PERFORMANCE, INC.

ARTICLE TWO
PERPETUAL EXISTENCE

The corporation is to have perpetual existence.

ARTICLE THREE
PURPOSES

The purpose for which the corporation is organized is to create, develop, produce and distribute institutional organizational and operating plans and programs, and to consult, advise and train clients with regard to same, and to perform any other related work, and any other lawful activity not prohibited by these Articles of Incorporation. Further, the corporation shall have all powers permitted to a corporation under the Florida General Corporation Act.

ARTICLE FOUR
STOCK SHARES

The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE
CORPORATE OFFICE AND REGISTERED AGENT

1. The street address of the initial corporate office of the corporation is 9230 Cypress Hollow Drive, Palm Beach Gardens, Florida 33418.

2. The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Diane Carlino, 9230 Cypress Hollow Drive, Palm Beach Gardens, Florida 33418.

ARTICLE SIX
INCORPORATOR

The name and address of the incorporator of this corporation is Diane Carlino, 9230 Cypress Hollow Drive, Palm Beach Gardens, Florida 33418. Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN
DIRECTORS

1. Four (4) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

2. The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Andy Carlino	9230 Cypress Hollow Drive Palm Beach Gardens, FL 33418
Diane Carlino	9230 Cypress Hollow Drive Palm Beach Gardens, FL 33418
Tom Johnston	66 Fairford Grosse Pointe Shores, MI 48236
Ann Marie Johnston	66 Fairford Grosse Pointe Shores, MI 48236

ARTICLE EIGHT
NON-LIMITATION

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE
EFFECTIVE DATE

The effective date of this corporation shall be December 12, 1997, which is the date of execution hereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 12th day of December, 1997. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By *Diane Carlino*
Diane Carlino,
Incorporator and Registered Agent

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in such office as required by law.

Diane Carlino
Diane Carlino,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA