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LAW OFFICES OF
GARY B. TULLIS
9104 CYPRESS GREEN DRIVE
JACKSONVILLE, FLORIDA 32256

Telephone No.:(904)448-6000

Facsimile No.:(904)730-0023

April 16, 1998

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

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-04/20/98--01065--015
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Dear Sirs:

Enclosed herewith, please find the original and one fully conformed copy of the Articles of Incorporation of Leadership Enrichment and Development, Inc for filing. In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50.

Please forward the Articles of Incorporation to the undersigned.

Thank you for prompt attention to this matter.

Very truly yours,

Gary B. Tullis, Esq.

GBT/ad
Enc.

ARTICLES OF INCORPORATION
OF
LEADERSHIP ENRICHMENT AND DEVELOPMENT, INC.

ARTICLES I

The name of this corporation is Leadership Enrichment and Development, Inc..

ARTICLES II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial
Registered Office and Name of Initial Registered Agent

The initial street and mailing address of the principal place of business of said corporation is 9104 Cypress Green Drive, Jacksonville, Florida 32256. The initial registered agent is Gary B. Tullis, 9104 Cypress Green Drive, Jacksonville, Florida 32256.

ARTICLE VII
Initial Directors

The number of directors of this corporation initially shall be one (1), which number may be increased or decreased pursuant to the bylaws of the corporation; however, there shall never be less than one director nor more than five directors. The name and address of the initial board of director of this corporation is:

Marise Anne Hulsey
President

2431 Bluffton Drive West
Jacksonville, Florida 32256

Deborah Ann Williams
Vice-President

2904 Penedes
San Clemente, CA 92673

ARTICLE VIII

The name and address of the incorporator signing these articles is:

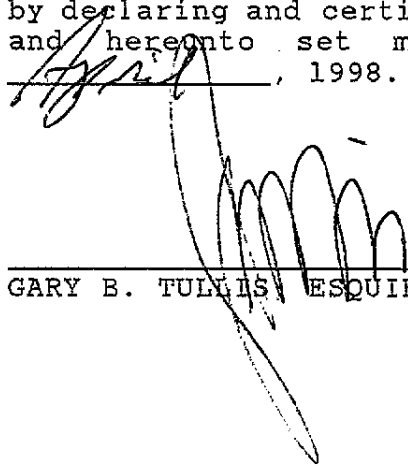
Gary B. Tullis

9104 Cypress Green Drive
Jacksonville, Florida 32256

ARTICLE X
Amendments

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Gary B. Tullis, Esquire, being the incorporator and the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of April, 1998.



GARY B. TULLIS, ESQUIRE

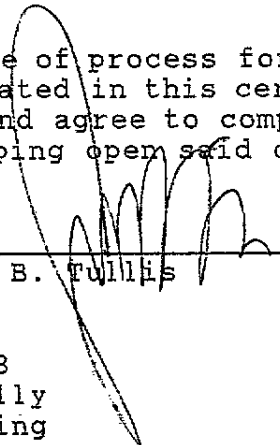
Certification Designating Place of Business or
Domicile for the Service of Process Within
This State, Naming Agent Upon Which Process
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Leadership Enrichment and Development, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Gary B. Tullis, 9104 Cypress Green Drive, 0 Jacksonville, Florida 32256 as its agent to accept service of process within the state.

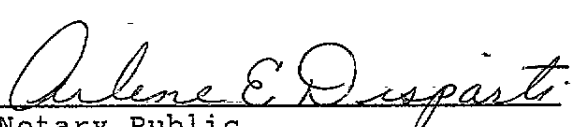
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Gary B. Tullis

Sworn to and subscribed before me
this 16th day of April, 1998
appeared Gary B. Tullis who is personally
known to me or who produced the following
identification _____.



Notary Public

Arlene E. Disparti
Notary Public (Print)
My Commission Expires:



ARLENE E DISPARTI
My Commission CC485999
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555