

P 9 8 0 0 0 0 6 2 7 1 2

Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607
352-376-8118

July 8, 1998

100002587791--0
--07/14/98--01022--015
*****70.00 *****70.00

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

EFFECTIVE DATE
7-15-98

Re: *Incorporation of C & D EXECUTIVE RE-TRAINING, INC.*

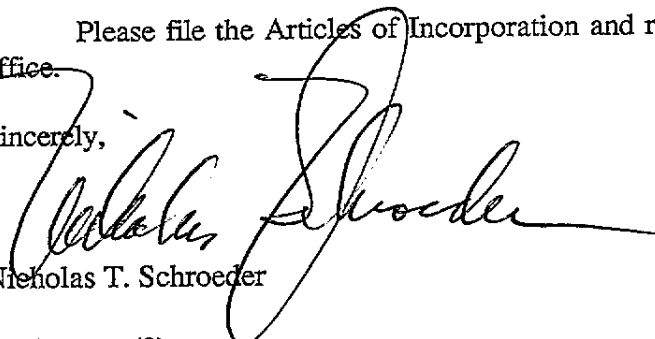
Enclosed are the following:

1. Articles of Incorporation of C & D EXECUTIVE RE-TRAINING, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

FILED
98 JUL 14 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

F. CHESSER JUL 16 1998

ARTICLES OF INCORPORATION
OF
C & D EXECUTIVE RE-TRAINING, INC.

FILED
JUL 14 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

EFFECTIVE DATE
7-15-98

ARTICLE I

Name

The name of the corporation shall be **C & D EXECUTIVE RE-TRAINING, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be July 15, 1998.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 1016 NW 112th Terrace, Gainesville, FL., 32606.

ARTICLE IX

Subscribers

The name and address of the subscribers to these Articles of Incorporation is:

MARK T. CRANDALL
2337 SW Archer Road #810
Gainesville, FL 32608

RORY J. DE SIMONE
1016 NW 112th Terrace
Gainesville, FL 32606

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

RORY J. DE SIMONE
1016 NW 112th Terrace
Gainesville, FL 32606

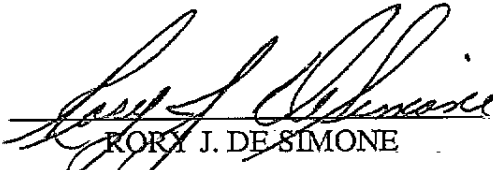
ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of
Incorporation for the uses and purposes therein stated this 8th day of July, 1998.

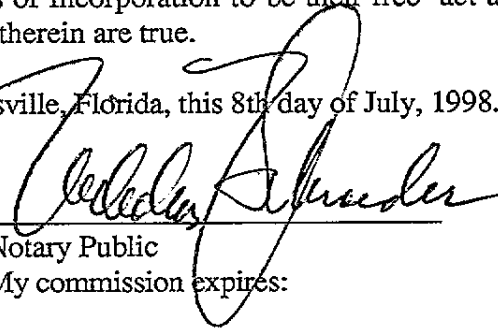

MARK T. CRANDALL

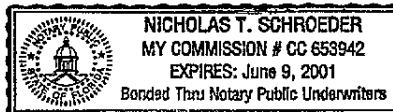

RORY J. DE SIMONE

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, MARK T. CRANDALL and RORY J. DE SIMONE, being well known, identified by their Florida Driver's Licenses, and did take an oath, acknowledged before me that they are parties to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be their free act and deed as the Signers thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 8th day of July, 1998.



Notary Public
My 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 48.091, Florida Statutes, the following is submitted:

C & D EXECUTIVE RE-TRAINING, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 1016 NW 112th Terrace,
Gainesville, FL, 32606, has named RORY J. DE SIMONE, located at 1016 NW 112th
Terrace, Gainesville, FL, 32606, as its agent to accept service of process within Florida



RORY J. DE SIMONE, President
Date: 7-8-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 14 AM 10:02

FILED

Having been named to accept service of process for 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.


RORY J. DE SIMONE
Registered Agent
Date: 7-8-98