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MERRITT & SIKES, P.A.

ATTORNEYS AT LAW



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September 8, 1998

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PLANTATION KEY, FLORIDA 33070
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Success Process, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Success Process, Inc. for filing with your office. Also enclosed is my check in the amount of \$122.50.

Please forward the appropriate documents to me at your earliest convenience.

If additional information is required, please feel free to contact me.

Very truly yours,

Jimmie L. Miller, Assistant to
Michael D. Sikes

jlm

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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September 17, 1998

Attention: Barbara Brock
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Success Process, Inc.

Dear Ms. Brock:

Pursuant to our telephone conversation, enclosed please find the executed certificate designating the resident agent for the corporation signed by Marcia Santiago.

Please see that the Articles of Incorporation are filed as soon as possible.

Your cooperation is greatly appreciated.

Sincerely,

Jimmie L. Miller

Assistant to Michael D. Sikes

jlm

Enclosure

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ARTICLES OF INCORPORATION
OF
SUCCESS PROCESS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SUCCESS PROCESS, INC., and the initial address of this corporation shall be 19521 S.W. 129th Court, Miami, Florida 33177.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$No Par	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered offices of this corporation shall be at 19521 S.W. 129th Court, Miami, Florida 33177, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MARCIA SANTIAGO.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Marcia Santiago
19521 S.W. 129th Court
Miami, Florida 33177

Jennifer Lowry
10810 S.W. 84th Street
Unit B-6
Miami, Florida 33173

Steve Silva
19521 S.W. 129th Court
Miami, Florida 33177

George McKee
10810 S.W. 84th Street
Unit B-6
Miami, Florida 33173

ARTICLE VIII

The name and address of the Incorporator is MARCIA SANTIAGO, 19521 S.W. 129th Court, Miami, Florida 33177.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or which is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8th day of September, 1998.


MARCIA SANTIAGO

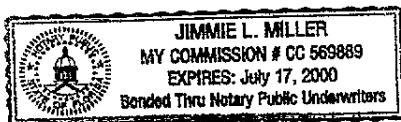
STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 8th day of September, 1998, by MARCIA SANTIAGO, on behalf of the corporation. He/she is personally known to me or has produced (_____) as identification and did (did not) take an oath.


Notary Public

JIMMIE L. MILLER
(Typed or Printed Name of Notary
Taking Acknowledgement)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, That SUCCESS PROCESS, INC., desiring to organize under
the laws of the State of Florida, has named Marcia Santiago, 19521
S.W. 129th Court, Miami, County of Dade, State of Florida, as its
statutory Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of Section
607.325 F.S.


MARCIA SANTIAGO
Registered Agent

Dated this 15th day of September, 1998.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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