

P 98000093437
APPLICATION FOR INCORPORATION

October 29, 1998

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

500002677955-8
-11/02/98-01092-002
*****78.75 *****78.75

1-CC

Dear Sir/Madam:

Enclosed are the documents for our proposed corporation. The name of the proposed corporation is:

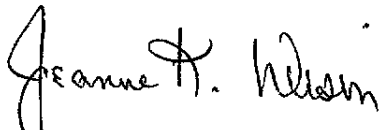
DIESEN, DUFFY, SORCI & ASSOCIATES, INC.

Its principal business will be as an Educational Consulting Group. The address of its principal place of business will be:

Jeanne K. Diesen, Ph.D.
1982 State Road 44, Suite 203
New Smyrna Beach, Florida 32168

Enclosed is a check in the amount of \$78.75 to cover the filing fee, registered agent designation and one certified copy fee.

Sincerely,


Jeanne K. Diesen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/4/98
AM

ARTICLES OF INCORPORATION
OF
DIESEN, DUFFY, SORCI & ASSOCIATES, INC.

ARTICLE I
Name

The name of this corporation shall be:

Diesen, Duffy, Sorci & Associates, Inc.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent and Principal Office

The street address of the initial registered office of this corporation is:

**1982 State Road 44, Suite 203
New Smyrna Beach, Florida 32168**

The name of the initial registered agent of this corporation at that address is:

Jeanne K. Diesen, Ph.D.

The principal office address shall be the same as the Registered office address.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Diesen, Duffy, Sorci & Associates, Inc.

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ARTICLE VI
Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Jeanne K. Diesen, Ph.D.	1982 State Road 44, Suite 203 New Smyrna Beach, Florida 32168

ARTICLE VII
Incorporator

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

<u>Name</u>	<u>Address</u>
Jeanne K. Diesen, Ph.D.	1982 State Road 44, Suite 203 New Smyrna Beach, Florida 32168

ARTICLE VIII
Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX
Stock Transfer Restrictions

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the share holders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X
Inspection of Books

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI
Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII
Partly Paid Shares

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII
Interested Directors of Officers

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE XIV
By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XV
Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI
Directors Reliance on Corporate Records

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him/her to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he/she be liable if in good faith in determining the amount available for dividends or distribution he/she considers the assets to be of ample value.

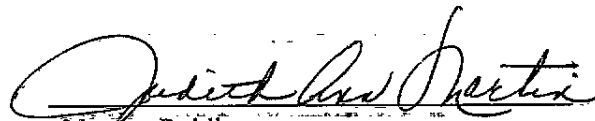
IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 29 day of October, 1998.


JEANNE K. DIESEN

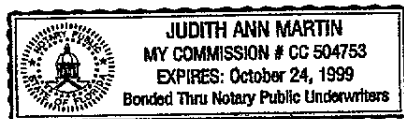
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JEANNE K. DIESEN known to me and known to me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid, the 29th day of OCTOBER, 1998.


Notary Public
for State of Florida at Large

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Diesen, Duffy, Sorci & Associates, Inc.**

2. The name and address of the registered agent and office is:

**Jeanne K. Diesen, Ph.D.
1982 State Road 44, Suite 203
New Smyrna Beach, Florida 32168**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dated at New Smyrna Beach, Florida on October 29, 1998.


REGISTERED AGENT - JEANNE K. DIESEN