


EFFECTIVE DATE
11/99

December 31, 1998

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Very truly yours,

Ted W. Whitlock, Esq.
Florida Bar No. 880639

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FILED
99 JAN -5 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QBWPRI 10-17-68

TA-1/6/99

ARTICLES OF INCORPORATION
OF
FERTILE MINDS GROUP, INC.

EFFECTIVE DATE
1/1/99

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is FERTILE MINDS GROUP, INC.

ARTICLE II
OFFICE

The principal office of the corporation will be located at 6270 107th Place South, Boynton Beach, Florida, 33437.

ARTICLE III
CAPITAL STOCK

Authorized Capital. The corporation is authorized to issue 1,000 shares of common stock. No other class or type of stock is to be issued. Each Director will receive equal shares of the common stock as agreed by the Directors. The par value for the common stock is \$0.01.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6270 107th Place South, Boynton Beach, Florida, 33437, and the name of the initial registered agent of this corporation at that address is Stephen Michael Elgin.

ARTICLE V
INCORPORATOR

The name and address of the incorporator of this corporation is:

Stephen Michael Elgin
6270 107th Place South
Boynton Beach, Florida, 33437

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ARTICLE VI
DIRECTORS AND OFFICERS

The names of the Directors and Officers of this corporation are:

Stephen Michael Elgin, Director and President.

The Directors shall have the sole authority to manage the affairs of the Corporation and will act on behalf of the Corporation only upon a decision made unanimously, or until by-laws are enacted by unanimous decision which amend this requirement.

ARTICLE VII
EFFECTIVE DATE OF CORPORATION

This Corporation is effective on January 1, 1999.

IN WITNESS THEREOF, the incorporator has executed these Articles on this
31st day of December, 1998.


Stephen Michael Elgin

State of Florida
County of Palm Beach

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. §607.0501, 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 FERTILE MINDS GROUP, INC.
2. The name and address of the registered agent and office is:

Stephen Michael Elgin
6270 107th Place South
Boynton Beach, Florida, 33437

Stephen Michael Elgin
Stephen Michael Elgin
Title: President

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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.

SIGNATURE: Stephen Michael Elgin

DATE: 12/31/98