

P99 000021427

RICHARD G. HATHAWAY, P.A.

BUILDING 100 - SUITE 250
10151 DEERWOOD PARK BOULEVARD
JACKSONVILLE, FLORIDA 32256
POST OFFICE BOX 551165, 32255-1165

TELEPHONE (904) 996-1122
TELECOPIER (904) 996-1130

March 2, 1999

VIA REGULAR MAIL

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-03/04/99-01066-012
*****70.00 *****70.00

Corporations Division
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: CORPORATE LEARNING SYSTEMS, INC.

Gentlemen:

Enclosed are the original Articles of Incorporation for the referenced corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles and confirm the filing immediately upon your receipt.

With kindest regards,

Richard G. Hathaway

Richard G. Hathaway

RGH/jp

Enclosure(s)

c: Lynda Jackson Masulli (via regular mail)

FILED
99 MAR -4 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CORPORATE LEARNING SYSTEMS, INC.**

FILED
99 MAR -4 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I

Name

The name of this corporation shall be **CORPORATE LEARNING SYSTEMS, INC.**

Article II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 121 Bristol Place, Ponte Vedra Beach, Florida 32082.

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

Article IV

Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 10151 Deerwood Park Blvd., Bldg. 100, Suite 250, Jacksonville, Florida 32256 and the initial registered agent at that office is **Richard G. Hathaway**.

Article V

Incorporator

The name and street address of the incorporator of this corporation are:

**Richard G. Hathaway
Building 100 - Suite 250
10151 Deerwood Park Blvd.
Jacksonville, FL 32256**

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

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

Article VIII
Directors

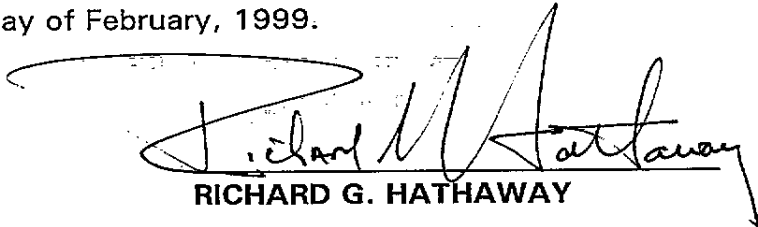
(a) This corporation shall have ONE (1) DIRECTOR initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

**Lynda Jackson Masulli
121 Bristol Place
Ponte Vedra Beach, Florida 32082**

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 26th day of February, 1999.

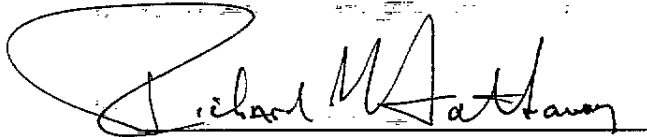

RICHARD G. HATHAWAY

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

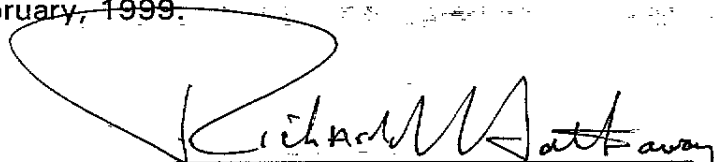
CORPORATE LEARNING SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates as its registered agent **RICHARD G. HATHAWAY**, to accept service of process within the State of Florida and the address of its registered office shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 250, Jacksonville, Florida 32256.

DATED this 26th day of February, 1999.


RICHARD G. HATHAWAY

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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 this 26th day of February, 1999.


RICHARD G. HATHAWAY

FILED
99 MAR -4 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA