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GRIECO & SCALERA, P.A.
ATTORNEYS AND COUNSELORS OF LAW

MARK M. GRIECO

D.J. "JACK" SCALERA, III

TRANSMITTAL LETTER

March 3, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002797391--5--
-03/08/99--01086--002
*****78.75 *****78.75

Subject: Organizational Development International, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

Sincerely,

Mark M. Grieco

Mark M. Grieco

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 10:14

3-12
MS

ARTICLES OF INCORPORATION
OF
ORGANIZATIONAL DEVELOPMENT INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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DIVISION OF CORPORATIONS
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ARTICLE I: NAME

The name of the corporation shall be Organizational Development International, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 432 30th Street, West Palm Beach, FL 33407.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Grieco & Scalera, P.A. and the address is 3109 45th Street, West Palm Beach, FL 33407.

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows:

David Wood Kinnard 432 30th Street
West Palm Beach, FL 33407

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

David Wood Kinnard 432 30th Street
West Palm Beach, FL 33407
Whitney Elizabeth Kinnard 432 30th Street
West Palm Beach, FL 33407

ARTICLE VIII BY-LAW S

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

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 3rd day of March, 1999.

David Wood Kinard / Incorporator.
Signature/Title
David Wood Kinard / INCORPORATOR.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared David Wood Kinard known to me and known by me to be the person who executed the foregoing Articles of Incorporation or who produced Driver License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 3rd day of March, 1999.

(NOTARY SEAL)

Leslie Echolsen-Boyce
Notary Public
State of Florida
My Commission Expires:



Leslie Echolsen-Boyce
MY COMMISSION # CC499425 EXPIRES
October 4, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: Organizational Development International, Inc.

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

Grieco & Scalera, P.A.

(NAME)

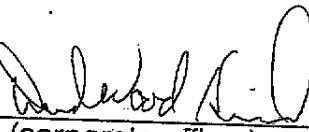
3109 45th Street

(P.O. BOX NOT ACCEPTABLE)

West Palm Beach, FL 33407

(CITY/STATE/ZIP)

SIGNATURE


(corporate officer)

TITLE

Inc. partner

DATE

3/3/99

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

Mark Leo for Grieco Scalera, P.A.

DATE

3/3/99

REGISTERED AGENT FILING FEE: \$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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