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◆
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Training Programs

March 16, 1999.

Ms. Carolyn Batten
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850)487-6930

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-02/11/99-01030-029
*****78.75 *****78.75

Dear Ms. Batten,

As you requested in your letter, enclosed is the acceptance of designation of registered agent and the original articles of incorporation for S&T Management Consultants, Inc., along with a copy of the documents. We understand we had until April 15th to get this information to you before our filing is considered abandoned. Therefore this application should be complete well before your deadline. If there is anything else you need, please contact us at (407)380-0781.

Sincerely,

Sherrie Timmes *Pilar Sixto*

Sherrie Timmes and Pilar Sixto
4431 Little Water Street
Orlando, FL 32817
(407)380-0781
stimmes@aol.com

FILED
99 MAR 22 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S&T Management Consultants

4431 Little Water Street • Orlando, FL 32817 • 407.380.0781
stimmes@aol.com

CB
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 12, 1999

SHERRIE TIMMES
4431 LITTLE WATER ST.
ORLANDO, FL 32817

SUBJECT: S & T MANAGEMENT CONSULTANTS, INC.
Ref. Number: W99000003649

We have received your document for S & T MANAGEMENT CONSULTANTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 099A00006384

**ARTICLES OF INCORPORATION
OF
S & T MANAGEMENT CONSULTANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is S & T MANAGEMENT CONSULTANTS, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 4431 Little Water Street, Orlando, Florida 32817 and the name of the initial registered agent of this corporation at that address is Sherrie Timmes.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either 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 and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Sherrie Timmes	4431 Little Water St. Orlando, FL 32817	Co-President/Secretary
Pilar Sixto	13815 Timberland Drive Orlando, FL 32824	Co-President/Treasurer

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Sherrie Timmes	4431 Little Water Street Orlando, Florida 32817
Pilar Sixto	13815 Timberland Drive Orlando, FL 32824

ARTICLE IX

By-Laws

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

ARTICLE X

Shareholder Quorum and Voting

Fifty-two (52%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the

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power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of March, 1999.

Sherrie D. Timmes
Sherrie Timmes
Incorporator

Pilar Sixto
Pilar Sixto
Incorporator

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Sherrie Timmes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of March, 1999.



Linda Westerberg
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Pilar Sixto, known to me and known by 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, this 18 day of March, 1999.

Linda Westerberg
Notary Public
My Commission Expires:

R. Nathan Hightower, Esquire
P.O. Box 1669
Clearwater, FL 33757
FBN 393990
813/441-8966

ACKNOWLEDGMENT:

DATED this 18 day of March, 1999.

Sherrie D. Timmes
SHERRIE TIMMES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA