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FREEMAN & FREEMAN  
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Stephan J. Freeman

March 17, 1999

685 First Avenue North  
St. Petersburg, Florida 33701  
(727) 896-2288  
Fax (727) 822-3397

Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: CBD SERVICES, INC.  
Articles of Incorporation

500002811535-5  
-03/19/99-01020-016  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for the corporation, CBD SERVICES, INC., to be filed in your office. Please file same and return a copy to this office in the envelope provided herein. A check in the amount of \$122.50 is enclosed for the filing fee.

Thank you for your assistance in this matter. If you should have any questions regarding this matter, please do not hesitate to call or write.

Very truly yours,

FREEMAN & FREEMAN



Stephan J. Freeman

SJF/nlf

Enclosures

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 25, 1999

STEPHAN J. FREEMAN  
685 FIRST AVE., NORTH  
ST. PETERSBURG, FL 33701

SUBJECT: CBD SERVICES, INC.  
Ref. Number: W99000007158

We have received your document for CBD SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 099A00014968

✓  
> 3-31-99

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**ARTICLES OF INCORPORATION**  
**OF**  
**CBD TRAINING, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the Corporation is CBD TRAINING, INC.

**ARTICLE II TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III PURPOSE**

The purposes for which the Corporation is organized are

- A. GOVERNMENT AVIATION SERVICE CONTRACTS, AND  
SALES OF MEDICAL PRODUCTS.

B. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary, or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with any other Corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Corporation.

C. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is expressly

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provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE IV CAPITAL STOCK**

The capital stock of the Corporation shall be 100 shares of common stock having a par value of \$1.00.

**ARTICLE V REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 1948 Kansas Avenue, N.E., St. Petersburg, FL 33703, and the name of the initial registered agent at such address is the same. The principal office of the corporation shall be located at 1948 Kansas Avenue, N.E., St. Petersburg, FL 33703.

**ARTICLE VI DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be two (2).

**ARTICLE VII INITIAL DIRECTORS**

This Corporation shall have two (2) Directors initially. The name and address of the member of the initial Board of Directors

is:

Name

Address

CAROL B. DAVIS

1948 Kansas Avenue, N.E.  
St. Petersburg, FL 33703

PERRY DAVIS

1948 Kansas Avenue, N.E.  
St. Petersburg, FL 33703

**ARTICLE VIII INCORPORATOR**

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

Name	Address
CAROL B. DAVIS	1948 Kansas Avenue, N.E. St. Petersburg, FL 33703

**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. Any By-Laws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any By-Law adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

**ARTICLE X CONTRACTS**

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of the Corporation is hereby

relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

**ARTICLE XI AMENDMENT**

Section 1 The 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 by these Articles of Incorporation or the By-Laws is subject to this reservation.

Section 2 These Articles of Incorporation may be amended in the manner provided by the Florida General Corporation Act effective January 1, 1976, or as it is thereafter amended.

**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 RESTRAINT ON ALIENATION OF SHARES**

The stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-third majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the Corporation; provided, however, that such

regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

**ARTICLE XIV PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are 1948 Kansas Avenue, N.E., St. Petersburg, FL 33703.

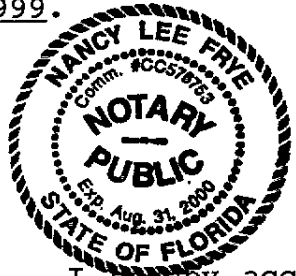
IN WITNESS WHEREOF, I have subscribed my name this 17th day of March, 1999.

Carol B. Davis  
CAROL B. DAVIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared CAROL B. DAVIS, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17th day of March, 1999.



Nancy Lee Frye  
NOTARY PUBLIC  
My Commission Expires:

I hereby accept to act as initial Registered Agent for CBD SERVICES, INC., as stated in these Articles of Incorporation.

Carol B. Davis  
CAROL B. DAVIS

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TALLAHASSEE, FLORIDA

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