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8695 College Parkway, Suite 300

Please reply to our Cape Coral Office

Fort Myers, Florida 33919

April 21, 1999

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

RE: F & P TRAINING, INC.

Enclosed is two originals of the articles of incorporation of the corporation named above. We have also enclosed a check for \$122.50 for the following:

> Filing Fee\$35.00 Registered Agent Fee\$35.00 Certified Copy Fee\$52.50

Please process this at your earliest convenience and return the certified copy to this office.

Thank you for your assistance.

Very truly yours.

Philip Steinberg

PS/tmc

Enclosures: 2 Documents

1 Check

ARTICLES OF INCORPORATION

OF

F & P TRAINING, INC.

The Undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is F & P TRAINING, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3326-10 Del Prado Blvd., Cape Coral, FL 33904.

ARTICLE III. DURATION

The corporation shall have a perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.00. Such shares shall have a par value of one dollar per share.

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ARTICLE VI. SUBSCRIBERS.

The names and street addresses of the subscribers to these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken by each are as follows:

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have an Initial Board of Directors and such Board may be increased in accordance with the bylaws, but shall never be less than one. The Board shall designate and elect the Officers of the Corporation. The names and street addresses of each Initial Director of the Corporation is as follows:

Fred Steinberg 12600 Arbuckle Court N. Fort Myers, FL 33903

ARTICLE VIII, REGISTERED AGENT

The street address of the Initial Registered Office of the corporation is Philip Steinberg.

The name of the Initial Registered Agent at that address is 3515 Del Prado Blvd., Suite 101, Cape Coral, FL 33904.

ARTICLE IX, PREEMPTIVE RIGHTS

Each shareholder, upon the sale of any stock of the corporation, shall have the right to purchase his pro rata share thereof at the same price as is offered to others.

ARTICLE X. POWERS AND AMENDMENT

The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

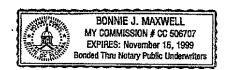
The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them is reserved.

FRED STEINBERG

ACKNOWLEDGMENT OF NOTARY PUBLIC

I HEREBY CERTIFY, that before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared FRED STEINBERG, who is well known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, for the purpose expressed therein, and if executed in a capacity other than that of an individual, for the corporation or other entity in the capacity stated herein, and I certify and acknowledge that said articles were executed for the use and purpose therein expressed.

WITNESSED my hand and seal on this 13 day of April 1999



MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA

Personally Known or Type of Identification Produced

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as F & P TRAINING, INC., does hereby accept the appointment as said Registered Agent of said corporation.

DATED THIS Way of V

, 1999

PHILIP STEINBERG Registered Agent

THIS INSTRUMENT WAS PREPARED BY:
PHILIP STEINBERG, ATTORNEY
Powell & Steinberg, P.A.
3515 Del Prado Blvd., Suite 101
Cape Coral, FL 33904
(941) 542-1888
Fla. Bar No. 302198

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA