

P99000066849

TRANSMITTAL LETTER

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

400002937304--6
-07/21/99-01028-016
*****78.75 *****78.75

SUBJECT: CFPS Corporation (Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75.

FROM: Clyde F. Parrish, Sr.
4570 Ocean Beach Blvd, Unit 6
Cocoa Beach, FL 32931

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the Corporation shall be:

CFPS Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

4570 Ocean Beach Blvd, Unit 6
Cocoa Beach, FL 32931

ARTICLE III SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any time is:

100

Capital stock shall consist of 100 shares, without par value, which shall be voting shares, without pre-emptive rights, to be issued, fully paid up and non assessable for such considerations as the Board of Directors may from time to time determine, and each share of capital stock issued, fully paid and non assessable shall be entitled to one vote on any question requiring the vote of the shareholders.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Clyde F. Parrish, Sr.
4570 Ocean Beach Blvd, Unit 6
Cocoa Beach, FL 32931

**ARTICLE V INCORPORATORS, DIRECTORS, PURPOSE,
PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF
AFFAIRS OF CORPORATION**

Section 1. Incorporators

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Clyde F. Parrish, Sr.	4570 Ocean Beach Blvd, Unit 6, Cocoa Beach, FL 32931
Clyde F. Parrish, Jr.	1501 Gulf Blvd, Apt. 304, Clearwater, FL 33767

Section 2. Directors

The initial Board of Directors is composed of 2 members. The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of the By-Laws fixing the number of directors the number shall be 2. The directors need not be shareholders of the Corporation. The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Clyde F. Parrish, Sr.	4570 Ocean Beach Blvd, Unit 6, Cocoa Beach, FL 32931
Clyde F. Parrish, Jr.	1501 Gulf Blvd, Apt. 304, Clearwater, FL 33767

Section 3. Purpose

The purposes for which the Corporation is formed are:

- (a) To engage in the business of training and research.
- (b) Without in any particular limiting any of the objectives, or purposes, or powers of the Corporation, the business or purpose of the Corporation shall be from time to time to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, directly or indirectly to promote the interest of the Corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law, and either alone or in conjunction with others and in any part of the world.
- (c) The Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by an Act of the Legislature of the State of Florida entitled "Florida Business Corporation Act", to corporations organized thereunder, and all the powers

conferred by all Acts heretofore and hereafter amendatory of or supplemental to the said Act or the said laws; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the said Act or the said laws now or hereafter in force.

Section 4. By-Laws

The business and conduct of affairs of the Corporation shall be regulated by By-Laws adopted by the Board of Directors, which shall not be inconsistent with the Articles of Incorporation, and by the provisions contained in these articles.

Section 5. Power to Amend Articles

The Corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation, or any amendment thereof, in the manner now or hereafter prescribed by the Florida Business Corporation Act or any other statute or law of the State of Florida, now or hereafter in force, and all rights and powers conferred hereby on shareholders, directors, officers and/or others are subject to this reserve power.

Section 6. Shareholder's Meetings

The meetings of the share holders may be held either within or outside the State of Florida, at such place or places as shall be designated in the notices calling meetings.

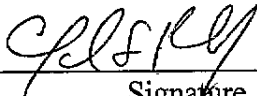
Section 7. Issue of Consideration for Shares

Authorized shares may be issued and sold from time to time by the Board of Directors for such consideration as may be fixed from time to time by such Board. All stock shall be considered Treasury Stock, controlled by the Board of Directors, and shall be offered to the Corporation before it is traded.

Section 8. Removal of Directors

The shareholders entitled to vote for Directors may at any special meeting, called for that purpose, by a majority vote of all of such shares at the time issued and outstanding, remove any Director and fill the vacancy caused by such removal.

The undersigned incorporators have executed these Articles of Incorporation this _____ day
of _____, 19____.

Signature


Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITTS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CFPS Corporation
2. The name and address of the registered agent and office is:

Clyde F. Parrish, Sr.
4570 Ocean Beach Blvd, Unit 6
Cocoa Beach, FL 32931

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.

Clyde Parrish Sr
(Signature)

6/16/99