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To:  
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Fax Number : (850) 922-4001

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**PROPREP OF FLORIDA, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ProPrep OF FLORIDA, INC.**

**ARTICLE I - NAME**

The name of this Corporation is ProPrep OF FLORIDA, INC.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 25,000 shares of common stock having a par value of 0 (\$0.00) dollar per share.

**ARTICLE V - CUMULATIVE VOTING**

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of this votes to one candidate or distribute them among as many candidates as the

shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those share of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

#### **ARTICLE VII - PRINCIPAL OFFICE,**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The principal office for this Corporation shall be 2183 Cape Way, North Fort Myers, Florida 33917-2505, and the registered office and agent of this Corporation shall be STEVEN DEWITT HOLMES whose office address is 1500 Colonial Boulevard, Fifth Third Bank Building, Suite 230, Fort Myers, Florida 33907, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than fifteen (15).

The names and addresses of the directors constituting the initial Board of Directors are:

**NAME**

**ADDRESS**

David E. Fischer

3531 East Baron Court, Orange,  
California 92869

Martin R. Gordon

2183 Cape Way, North Fort Myers,  
Florida 33971-2505

### ARTICLE IX - INCORPORATOR

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

**NAME**

**ADDRESS**

Steven DeWitt Holmes, Esq.

1500 Colonial Boulevard, Suite 230  
Fifth Third Bank Building, Fort  
Myers, FL 33907

  
STEVEN DEWITT HOLMES, ESQ.

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take

acknowledgments, personally appeared **STEVEN DEWITT HOLMES, ESQ.**, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 23 day of August, 1999.

My Commission Expires:



Kathleen L. Pederson  
Notary Public

Kathleen L. Pederson  
Printed Name of Notary Public

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ProPrep OF FLORIDA, INC., at the place designated in the Articles of Incorporation, **STEVEN DEWITT HOLMES, Esq.**, agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 8/23/99

[Signature]  
**STEVEN DEWITT HOLMES, ESQ.**

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