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LAW OFFICES
of
MEYER & WATTS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.
STEPHEN G. WATTS, P.A.

Date 11-12-99

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

DRUHILL PROFESSIONAL CENTER
611 Druid Road E. Suite 107
Post Office Box 10213
Clearwater, Florida 33756
(727) 461-3232
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****122.50 *****78.75

Enclosed are two sets of Articles of Incorporation for CARMICHAEL TRAINING, INC.

Also enclosed is a check for \$122.50 which includes fees for filing, registered agent designation and a certified copy of the articles. Please file as soon as possible. Thank you.

Sincerely yours,

Cynthia Cox

Cynthia Cox
Legal Assistant

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enclosure

FILED
99 NOV 17 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN NOV 19 1999

ARTICLES OF INCORPORATION
OF
CARMICHAEL TRAINING, INC.

FILED
99 NOV 17 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is CARMICHAEL TRAINING, INC., and the principal office and mailing address is 611 Druid Road E, Suite 709, Clearwater, FL 33756.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

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

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 611 Druid Road E., Suite #709, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is DAVID C. CARMICHAEL, III.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

DAVID C. CARMICHAEL, III 611 Druid Road E., Suite 709
Clearwater, FL 33756

Article VII - Incorporator

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

DAVID C. CARMICHAEL, III 611 Druid Road E., Suite 709
Clearwater, FL 33756

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of November, 1999.


DAVID C. CARMICHAEL, III

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

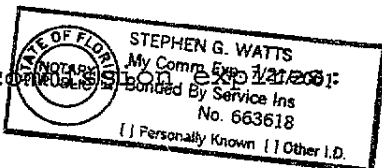
David C. Carmichael, III
DAVID C. CARMICHAEL, III, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments
in the State and County set forth above, personally appeared
DAVID C. CARMICHAEL, III, who is personally known to me or who
produced N/A as identification and who is known to
me to be the person who executed the foregoing Articles of
Incorporation; and acknowledged before me that he executed those
Articles of Incorporation.

WITNESS my hand and official seal this 11 day of
November, 1999.

My commission expires



Stephen G. Watts
Notary Public

Stephen G. Watts