

# P01000066335

LAW OFFICES

*Stephen N. Rosenthal*

12000 BISCAYNE BOULEVARD

SUITE 505

*North Miami, Florida 33181*

SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520  
"FAX" (305) 899-9213

June 25, 2001

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/02/01--01094--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of:  
PRO INFO PLUS, INC.

To Whom It May Concern:

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$70.00 representing the cost of filing these Articles.

After the Articles have been filed, please forward a certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,

  
STEPHEN N. ROSENTHAL

SNR:laa

Enclosures

FILED  
01 JUL -2 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Q. BLALOCK JUL 5 2001

ARTICLES OF INCORPORATION

OF

PRO INFO PLUS, INC.

\* \* \* \* \*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: PRO INFO PLUS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of marketing, selling, advertising and disseminating of employment information, including any and all acts necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: (100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 17528 Northwest 63rd Court, Hialeah, Florida 33015.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be HENRY CARBO, and the Registered Office shall be located at: 17528 Northeast 63rd Court, Hialeah, Florida 33015, or such other person or such other place as the Director or Board of Directors may, from time to time direct, with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
REMBERTO CARBO	President	17528 N.W. 63rd Ct.
	Vice President	Hialeah, Fl. 33015
	Secretary	
	Treasurer	

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors, which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
REMBERTO CARBO	17528 N.W. 63rd Court Hialeah, Florida 33015

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMT. OF SHARES</u>
REMBERTO CARBO	17528 N.W. 63rd Ct. Hialeah, FL 33015	100	\$1000,00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

**ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

**ARTICLE XIV - BY-LAWS**

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders call for such purpose, at which a majority of the Shareholders are present, and thereafter the By-Laws of the Corporation may be amended, altered or rescinded by the Vote of the Shareholders of the Corporation. Amendments to the By-Laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the By-Laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Dade County, Florida, this 20 day of June, ~~2001~~ 2001

Lamberto Carbo (SEAL)

\_\_\_\_\_ (SEAL)

\_\_\_\_\_ (SEAL)

STATE OF FLORIDA )  
 ) SS  
COUNTY OF )

The foregoing instrument was acknowledged before me this 20 day of June, 2001, by Lamberto Carbo who is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath; by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

[Signature]  
Notary Public, State of Florida at Large

My Commission Expires:

CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of PRO INFO PLUS INC.  
and agree to serve as its Registered Agent, to accept service of  
process within the State as its Registered Office located at:  
17528 NW 63rd Ct. Hialeah Fla. 33015

Rosulata Curb  
Registered Agent

FILED  
01 JUL -2 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA