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ALLIED HUMAN RESOURCES, INC  
13720 S.W. 24<sup>TH</sup> STREET  
MIAMI, FLORIDA 33175  
OCTOBER 27, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FL. 32314

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① \*\*\*\*122.50 \*\*\*\*122.50

RE: ALLIED HUMAN RESOURCES, INC.

**Gentlemen:**

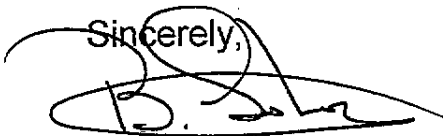
Enclosed please find the original and one copy of Articles of Incorporation for the above mentioned Corporation and original and one copy of the form designating the resident agent.

Also enclosed is a check in the amount of \$122.50 to cover the following:

|                              |              |
|------------------------------|--------------|
| Filing Fee                   | \$35.00      |
| Certified Copy               | 52.50        |
| Registered Agent Designation | <u>35.00</u> |
|                              | 122.50       |

Please return the certified copy of the Articles of Incorporation the above address.

Sincerely,



Beatrice Salom

97 OCT 30 AM 9:16

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RP  
10-31-97

**ARTICLES OF INCORPORATION**  
**OF**  
**ALLIED HUMAN RESOURCES INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I-NAME**

The name of this corporation is: **ALLIED HUMAN RESOURCES. INC**

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business

**ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue 60 shares of one dollar par value common stock.

**ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

**13720 S.W 34 Street**  
**MIAMI, FLORIDA 33175**

The name of the initial registered agent of this corporation at that address is:

**BEATRICE SALOM**

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.

Date: 10/27/97

  
**BEATRICE SALOM**, Registered Agent

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have ( 1 ) Director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

**President :** **BEATRICE SALOM**  
**Vice-President:** **OBDULIO SALOM**  
**Treasurer :** **BEATRICE SALOM**  
**Secretary:** **BEATRICE SALOM**

**ARTICLES IX-INCORPORATORS**

The names and addresses of the persons signing these Articles are:

**BEATRICE SALOM**  
**13720 S.W. 34 Sreet**  
**Miami, Florida 33175**

**OBDULIO SALOM**  
**13720 S.W. 34 Street**  
**Miami, Florida 33175**

**ARTICLES X-BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

|                              |                         |
|------------------------------|-------------------------|
| <b><u>BEATRICE SALOM</u></b> | <b><u>30 Shares</u></b> |
| <b><u>OBDULIO SALOM</u></b>  | <b><u>30 Shares</u></b> |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation.

The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII-CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his hares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII-CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

**ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV-AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27<sup>th</sup> day of October, 1997

**NOTARY CERTIFICATE**

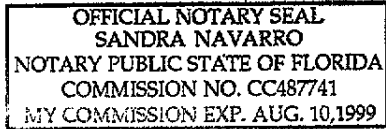
STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BEATRICE SALOM to me known to be the persons described in and who executed the attached ARTICLES OF INCORPORATION and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): ( ) Florida Drivers License ( ) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 27<sup>th</sup> day  
of October, 1997.

(Seal)



Sandra Navarro

Notary Signature

My Commission Expires:

97 OCT 30 AM 9:16

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

**FOR THE SERVICE OF PROCESS WITH THIS STATE.**

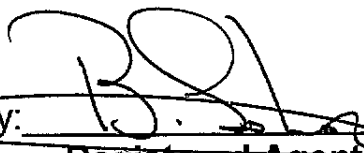
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

That **ALLIED HUMAN RESOURCES, INC.**, desiring to organize under the laws of the State of Florida and with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named **BEATRICE SALOM** located at 13720 S.W. 34<sup>th</sup> Street, Miami, Florida 33175, of Dade County, State of Florida, as it's agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the said Act relative to keeping open said office.

By:   
Registered Agent