

P99000002813

TRANSMITTAL LETTER

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

800002723338--8
-12/28/98--01082--002
****122.50 ****78.75

EFFECTIVE DATE
1-1-99

SUBJECT: _____

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

12472 Lake underhill RD
SUITE 145
ORLANDO FL 32828

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 28 PM 2:03

FILED

B. REGISTER JAN 11 1999

NOTE: Please provide the original and one copy of the articles.

w98-29123

January 4, 1999

Ms. Beth Register
Corporate Specialist Supervisor
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Corporate Name

Reference: Letter Number 998A00060905

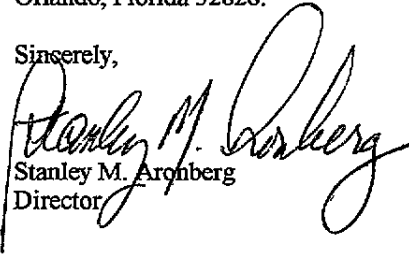
Dear Ms. Register:

We have modified the enclosed document to reflect changes to the original name submission of Professional Resources, Inc. We have added the initials AK changing the name to "AK Professional Resources, Inc." We hope this change will make us suitably distinguishable from other firms with similar names.

We apologize for any confusion with the date of incorporation. The date we desire is January 1, 1999. Article V has been modified to reflect this request.

Should you have any questions or comments regarding these changes please feel free to contact the undersigned at 407-380-2644. Our current mailing address is as stated in Article V in the Articles of Incorporation. However, should you require an alternate address you can reach us at 13649 Dornoch Drive, Orlando, Florida 32828.

Sincerely,


Stanley M. Aronberg
Director

Enclosures: Letter Number 998A00060905
Articles of Incorporation

EFFECTIVE DATE

1-1-99

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A K Professional Resources, Inc.

The undersigned subscriber to these Articles of Incorporation, being of legal age and a natural person, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be A K Professional Resources, Inc.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be inclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing ^{ON JANUARY} ~~on~~ ^{1, 1999} ~~the date of execution~~ and acknowledgment of these Articles.

ARTICLE V - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation and principal corporate address shall be:

12472 Lake Underhill Rd., Suite 145, Orlando, FL 32828

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

Stanley M. Aronberg

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may either be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stockholders entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

NAME	ADDRESS	OFFICE
Stanley M. Aronberg	12472 Lake Underhill Rd. Suite 145 Orlando, FL 32828	Director

ARTICLE VIII - SUBSCRIBER TO ARTICLES

The following are the name and address of the subscriber to these Articles of Incorporation:

NAME	ADDRESS
Stanley M. Aronberg	12472 Lake Underhill Rd Suite 145 Orlando, FL 32828

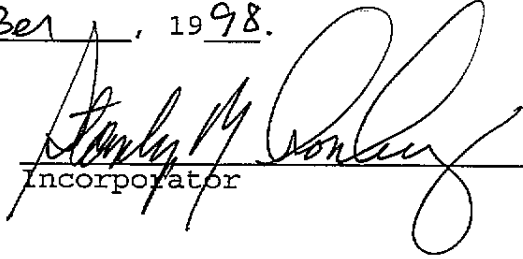
ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders.

ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 23 day of December, 1998.

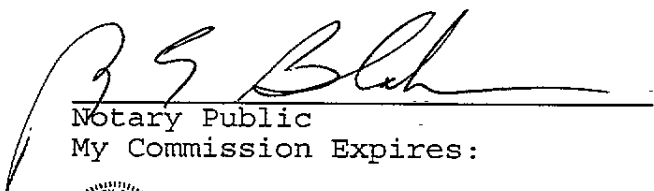


Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally
appeared Stanley M. Aronberg, known to me to be the individual
described in and who executed the foregoing Articles of
Incorporation, and he acknowledged that he subscribed the said
instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and
State last aforesaid this 23 day of December, 1998.



Notary Public
My Commission Expires:



Philip E. Blake
MY COMMISSION # CC537247 EXPIRES
April 24, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
98 DEC 28 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First ~~---~~A K Professional Resources, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named Stanley M. Aronberg, located at 12472 Lake Underhill Rd, Suite 145, City of Orlando, County of Orange, State of Florida, as its 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 this certificate, I hereby accept to act in that capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 