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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

200002741112-1
-01/14/99-01018-002
*****70.00 *****70.00

CORPORATION(S) NAME

ABCOR, Inc. d/b/a: PROFIT LINE, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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01/13/99

STATE OF FLORIDA
TALLAHASSEE

59 JAN 14 AM 10:29

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned President and Chairman of the Board of Directors, do hereby certify that this Resolution of the Board of Directors of ABCOR, Inc., a corporation duly organized and existing under the laws of the State of Nevada, was duly adopted on January 13, 1999.

Resolved, that ABCOR, Inc. organized and existing in the state of Nevada, hereby adopts the name PROFIT LINE, INC. for use in Florida.

Dated: January 13, 1999

Richard Muhlhäuser
RICHARD MUHLHAUSER
President and Chairman of the Board

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99 JAN 14 AM 10:29
SECRET
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. ABCOR, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada
(State or country under the law of which it is incorporated)

3. 88-0410736
(FEI number, if applicable)

4. December 2, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1575 DeLucchi Lane Suiteris
Reno, NV 89502
(Current mailing address)

8. Auditing and Consulting Services for Hospitals, Medical Groups, and Insurance Companies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

D.F. Hickey

(Registered agent's signature) (Officer)

**D.F. HICKEY
ASSISTANT SECRETARY**

(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard Muhlhauser

Address: 1575 DeLucchi Lane, Suite 215
Reno, Nevada 89502

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Richard Muhlhauser

Address: 1575 DeLucchi Lane, Suite 215
Reno, Nevada 89502

Vice President: BARBARA MUHLHAUSER

Address: 1575 DeLucchi Lane, Suite 215
Reno, NV 89502

Secretary: Barbara Muhlhauser

Address: 1575 DeLucchi Lane, Suite 215
Reno, Nevada 89502

Treasurer: Richard Muhlhauser

Address: 1575 DeLucci Lane, Suite 215

Reno, Nevada 89502

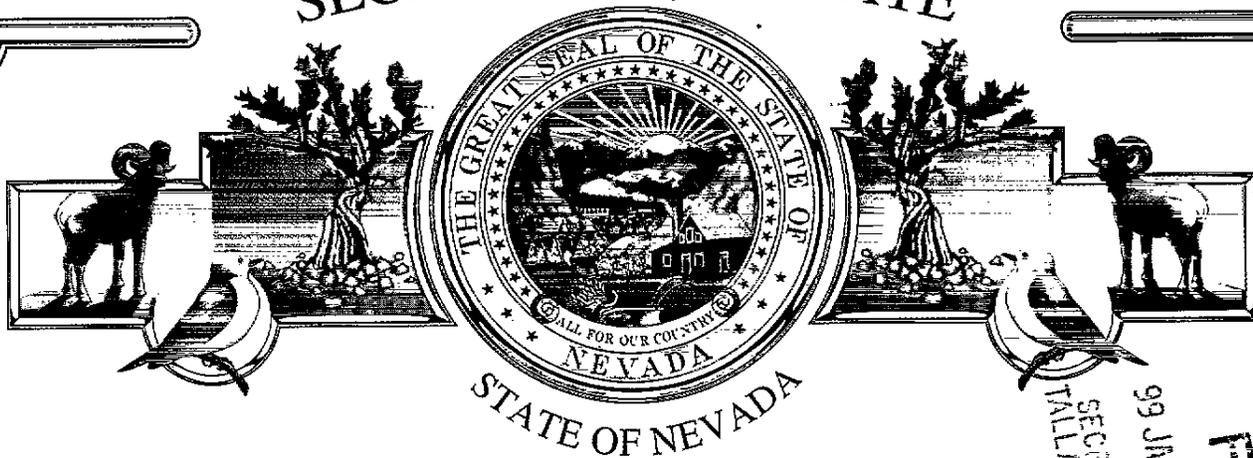
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Richard Muhlhauser*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Muhlhauser, President
(Typed or printed name and capacity of person signing application)

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STATE
TREASURY FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ABCOR, INC.**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 2, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 8, 1999.



By *Dean Heller*
Secretary of State
Jacqueline Curry
Certification Clerk