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April 17, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

800001791508  
-04/29/96--01173--001  
\*\*\*285.00 \*\*\*285.00

RE: PRS Professional Recruiting Services, L.C.  
Our Client File Number 5137(a)

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization of PRS Professional Recruiting Services, L.C.
2. Original and copy of Affidavit of Membership and Contributions.
3. Original and copy of the Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the self stamped envelope provided. Thank you for your prompt attention to this matter.

APR 29 1996

B5B

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

ROSARIO FERRERO CARR

RFC/cg  
Enclosures  
4/5137

**ARTICLES OF ORGANIZATION FOR  
PRS PROFESSIONAL RECRUITING SERVICES, L.C.**

**FILED**  
96 APR 23 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company is PRS PROFESSIONAL RECRUITING SERVICES, L.C.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o Leslie Alan Rozencwaig, P.A., Leslie Alan Rozencwaig, Esq., SunTrust International Center, One S.E. Third Avenue, Suite 960, Miami, Florida 33131.

**ARTICLE III**  
**DURATION**

The period of duration for the Limited Company shall be perpetual.

**ARTICLE IV**  
**PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

**ARTICLE V**  
**MANAGEMENT**

The Limited Liability Company is to be managed by the Members and the name and address of the managing Member is Sylvie Hernandez, whose address is 12311 S.W. 11th Street, Pembroke Pines, Florida 33025.

**ARTICLE VI**  
**ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than One Hundred percent (100%) of the total existing ownership interests in the Limited

Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Manager of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

**ARTICLE VII**  
**CONTINUATION AFTER INVOLUNTARY TERMINATION**

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that One Hundred percent (100%) of the ownership interests then remaining shall have agreed to do so in writing.

### **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Member of PRS Professional Recruiting Services, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.



**Sylvia Hernandez, Managing Member**

(In accordance with Section 609.40(2)(b), Florida Statutes,  
the execution of this affidavit constitutes an affirmation under  
the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
06 APR 23 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is PRS Professional Recruiting Services,  
L.C.
2. The name and address of the registered agent and office is:

Leslie Alan Rozencwaig, P.A.  
Leslie Alan Rozencwaig, Esq.  
SunTrust International Center  
One Southeast Third Avenue  
Suite 960  
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated  
Limited Liability Company 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.

  
LESLIE ALAN ROZENCWAIG, ESQ.

4/17/96  
DATE