

No 10000000362

«Fax\_Audit\_No»

TRANSMITTAL LETTER

January 11, 2001

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

800003539308-13  
-01/16/01--01159--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

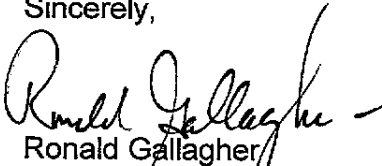
Subject: THE PALM BAY PROFESSIONAL NETWORK, INC.

Enclosed please find an original and one copy of the articles of incorporation for the above named proposed not for profit corporation and our check in the amount of Seventy Dollars (\$70.00).

Please record and return to:

Alron Enterprises, Inc.  
390 Narragansett Street, NE  
Palm Bay, Florida 32907  
(321) 951-7626

Sincerely,

  
Ronald Gallagher  
Corporate Administration

FILED  
01 JAN 16 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

encl.:

Mrs Gallagher GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article IX  
DATE 1-18-2001  
DOC. EXAM CB

**ARTICLES OF INCORPORATION  
OF**

**THE PALM BAY PROFESSIONAL NETWORK, INC.**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Corporation Not For Profit, under and by virtue of Chapter 617, Florida Statutes, and do hereby adopt as and for the corporation charter of said corporation, the following articles of incorporation:

**ARTICLE I: NAME**

The name of this corporation shall be:

THE PALM BAY PROFESSIONAL NETWORK, INC.

**ARTICLE II: PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

1860 Conova Street  
Palm Bay, Florida 32909

**ARTICLE III: PURPOSE**

The purposes for which this Corporation is organized are:

1. This Corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit Corporations under the laws of the State of Florida and Section 501(c)(3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for charitable and educational purposes and provide counsel and assistance to individuals, corporations and business.
2. The Corporation is organized and shall be operated exclusively for charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for charitable and educational purposes such funds as may from time to time be given to it by any person, persons or Corporation, to receive gifts and make financial and other types of contributions and assistance to individuals, businesses, corporations or charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.

THE PALM BAY PROFESSIONAL NETWORK, INC.

3. All property shall be irrevocably dedicated to for charitable and educational purposes and shall be held in the corporate name of THE PALM BAY PROFESSIONAL NETWORK, INC.. THE PALM BAY PROFESSIONAL NETWORK, INC., is a non-profit corporation organized and operated exclusively for charitable and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code. The purchase, sale lease, mortgage or alienation of said real property shall be transacted according to the by-laws of the corporation.

**ARTICLE IV: DISTRIBUTION OF CORPORATE FUNDS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V: MANNER OF ELECTION OF DIRECTORS**

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified.

**ARTICLE VI: LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes.

**ARTICLE VII: TERM**

The term for which this corporation shall exist shall be perpetual.

**ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

Philip Colaiacomo  
1860 Conova Street  
Palm Bay, Florida 32909

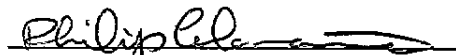
**ARTICLE IX: INCORPORATORS**

Philip Colaiacomo  
1860 Conova Street, Palm Bay, Florida 32909

**ARTICLE X: DISSOLUTION**

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporators have executed these Articles of Incorporation January 10, 2001.

  
Philip Colaiacomo

THE PALM BAY PROFESSIONAL NETWORK, INC.

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

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


THE PALM BAY PROFESSIONAL NETWORK, INC.

1. The name and address of the registered agent and office is:

Philip Colaiacomo  
1860 Conova Street.  
Palm Bay, Florida 32909

**ACKNOWLEDGEMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Philip Colaiacomo  
Registered Agent  
January 10, 2001

FILED  
01 JAN 16 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA