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DIVISION OF REGISTRATION

4-010-4



CORPORATION SERVICE COMPANY*

File Second

ACCOUNT NO. : 072100000032

REFERENCE : 630118 118517A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pajis

ORDER DATE : October 3, 2005

ORDER TIME : 10:22 AM

ORDER NO. : 630118-010

CUSTOMER NO: 118517A

DOMESTIC FILING

NAME: TAMPA BAY PROFESSIONAL
ALLIANCE, INC.

EFFECTIVE DATE: SEPTEMBER 26, 2005

****FILE SECOND****

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

ASSIGNMENT OF CORPORATE NAME

This Assignment of Corporate Name is executed by Lionel's Mistake, Inc. (the "Company"), a Florida corporation, in favor of Tampa Bay Professional Alliance, Inc. ("TBPA"), a Florida not for profit corporation. For good and valuable consideration, the receipt and sufficiency of which the Company acknowledges, the Company assigns to TBPA all of the Company's right, title, and interest in the Florida corporate name "Tampa Bay Professional Alliance, Inc." At any time and from time to time, at the request of TBPA, the Company shall execute and deliver to TBPA any new, additional, or confirmatory instrument and any other document necessary to vest in TBPA all right, title, and interest in and to the foregoing corporate name. The Company makes no warranty or representation that ECS will be entitled to exclusive use of this corporate name as a consequence of this Assignment.

EXECUTED: September 9, 2005

By: 

Jeffery M. Fuller
Sole Director

lb\TBPA\AssignCorpName

ARTICLES OF INCORPORATION
OF

TAMPA BAY PROFESSIONAL ALLIANCE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Tampa Bay Professional Alliance, Inc. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Tampa Bay Professional Alliance, Inc.

ARTICLE II. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and mailing address of the corporation is:

400 North Ashley Drive
Suite 1500
Tampa, Florida 33602

EFFECTIVE DATE
9-26-05

ARTICLE III. PURPOSE

The corporation is organized, and shall be operated as a Florida not for profit corporation, exclusively as a business league to promote the common business interests of members involved in the service industry in the Tampa Bay region through education, business to business support, organization of member events, and development of a support network roundtable for its members; all within the meaning of section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code. The purposes of the corporation shall include, but are not limited to exercising all rights and powers provided by Chapter 617, Florida Statutes, that are necessary or desirable to encourage and promote the previously delineated corporate purposes, subject to any limitations contained in these Articles of Incorporation or in the Bylaws of the corporation.

ARTICLE IV. ELECTION OF DIRECTORS

The corporation shall have a Board of Directors of three directors initially. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jeffery M. Fuller	400 North Tampa Street, Suite 1500 Tampa, Florida 33602
Lionel D. Martinez	2203 North Lois Avenue, Suite 700 Tampa, Florida 33607
Eric Odum	301 West Platt Street, Suite 361 Tampa, Florida 33606

The number of directors may be increased or decreased from time to time, by amendment to, or in the manner provided in the Bylaws, but the corporation shall never have fewer than three directors. Directors shall be elected in the manner and for the terms provided in the Bylaws.

ARTICLE V. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the execution date of these Articles of Incorporation if such date is within five business days prior to the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE VI. LIMITATION OF CORPORATE POWERS

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 of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not 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.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

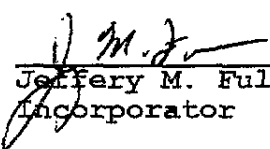
The street address of the corporation's initial registered office is 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Jeffery M. Fuller.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Jeffery M. Fuller
4611 Ackerly Way
Brandon, Florida 33511

Execution Date: September 30, 2005



Jeffery M. Fuller
Incorporator

TAMPA BAY PROFESSIONAL ALLIANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Tampa Bay Professional Alliance, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, has named Jeffery M. Fuller as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Tampa Bay Professional Alliance, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 617.0501 Florida Statutes.

Execution Date: September 30, 2005


Jeffery M. Fuller
Registered Agent

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