



THE UNITED STATES
CORPORATION
COMPANY

N97000006657

ACCOUNT NO. : 072100000032

REFERENCE : 606193 7139936

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

FILED
97 NOV 19 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 1997

ORDER TIME : 10:47 AM

ORDER NO. : 606193-005

CUSTOMER NO: 7139936

200002351932--3

CUSTOMER: Jay E. Eckhaus, Esq
JAY E. ECKHAUS, ESQ.

2600 North Flagler Drive

West Palm Beach, FL 33407

DOMESTIC FILING

NAME: PROFESSIONAL CAREER
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

Pmc
11-19-97

RECEIVED
97 NOV 19 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

~~11-19-97~~



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL

SUBJECT: PROFESSIONAL CAREER ASSOCIATES, INC.
Ref. Number: W97000026169

We have received your document for PROFESSIONAL CAREER ASSOCIATES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00055517

RECEIVED
97 NOV 24 AM 10:39
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL

SUBJECT: PROFESSIONAL CAREER ASSOCIATES, INC.
Ref. Number: W97000026169

We have received your document for PROFESSIONAL CAREER ASSOCIATES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00055517

ARTICLES OF INCORPORATION
of
PROFESSIONAL CAREER ASSOCIATES, INC.
(A Florida Corporation Not-for-Profit)

FILED
97 NOV 19 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of PROFESSIONAL CAREER ASSOCIATES, INC., a corporation not-for-profit organized under the laws of the State of Florida.

Article I-Name

The name of the Corporation is PROFESSIONAL CAREER ASSOCIATES, INC.

Article II-Purposes for Which Corporation is Formed

The purposes for which the Corporation is formed are:

1. To facilitate and operate a nonprofit enterprise devoted to outplacement counseling of professionals and to assist such professionals in reentering the workforce.
2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its purposes as set forth in and limited by these

Articles.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court 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 III-Duration

The term of existence of the Corporation is perpetual.

Article IV-Membership

Membership in the Corporation shall be as regulated by the Bylaws.

Article V-Registered Office

The street address of the registered office of the Corporation is 3944 Redondo Court, Boca Raton, Florida, 33487, and the name of the registered agent at that address is Fred L. Friedman. The principal office and mailing address shall be the same.

Article VI-Directors and Officers

The Corporation shall be operated and managed by not less than four directors. The names and addresses of the initial directors and officers until the first election are:
The method of election of directors is as stated in the bylaws.

Name	Title	Address
Fred L. Friedman	President	3944 Redondo Court Boca Raton, FL 33487
Doane E. Lucio	Vice President	3400 Springdale BL. T-206 Palm Springs, FL 33461
Rosa Bambassat	Secretary	10223 Bermuda Drive Cooper City, FL 33461

Susan Leventhal

Treasurer

242 Wildwood Lane E
Deerfield Beach, FL 33442

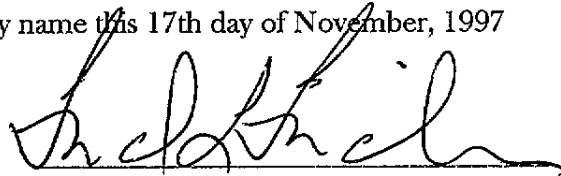
Article VII-Incorporator

The name and residence address of the Incorporator hereof is Fred L. Friedman, 3944 Redondo Court, Boca Raton Florida 33487.

Article VIII-Commencement of Existence

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of November, 1997



FRED L. FRIEDMAN

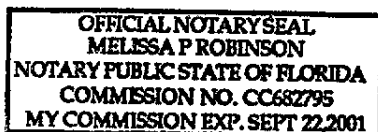
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Fred L. Friedman, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

FL DR LIC

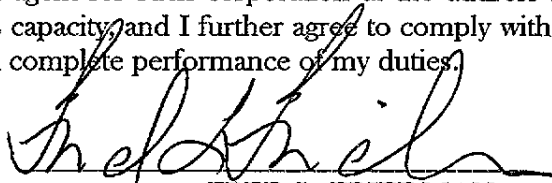
WITNESS my hand and official seal in the County and State last aforesaid this 17th day of November, 1997.

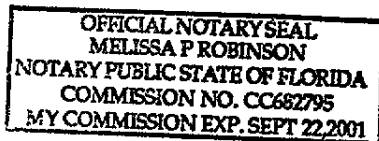

Notary Public, State of Florida

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation of PROFESSIONAL CAREER ASSOCIATES, INC., as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: November 17, 1997


FRED L. FRIEDMAN





FILED
91 NOV 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA