

N98000000074

LAW OFFICES OF

STEVEN P. RILEY

P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 7 PM 4:13

Date: 11-12-97

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

900002346209--7
-11/13/97--01050--006
****122.50 ****122.50

Re: Articles of Incorporation for:

Tampa Bay Network, Inc.

Changed to: West Coast Business Professionals, Inc.

Dear Clerk:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation and a copy, plus a check for the fee for filing same. Please send the copy and your paperwork back to us once this is filed.

If you have any questions, please do not hesitate to contact me.

Best regards,

Robin G. Powell

Robin G. Powell

/rgp

Enclosures

6
789,2345,2550
N97-25918

3333 HENDERSON BLVD. • SUITE 150 • TAMPA, FLORIDA 33609-2938

(813) 877-HELP (4357) • FAX (813) 875-2013

D. BROWN JAN - 7 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1997

ROBIN G. POWELL
LAW OFFICES OF STEVEN P. RILEY, P.A.
3333 HENDERSON BLVD., STE. 150
TAMPA, FL 33609-2938

SUBJECT: TAMPA BAY NETWORK, INC.
Ref. Number: W97000025918

We have received your document for TAMPA BAY NETWORK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

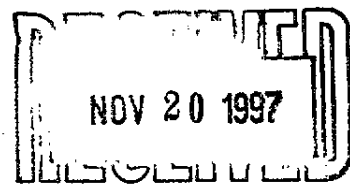
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 897A00055043

Please see attached - as corrected AND requested different corporate name - thanks!



**ARTICLES OF INCORPORATION
OF
WEST COAST BUSINESS PROFESSIONALS, INC.**

(A Florida Nonprofit Corporation)

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ARTICLE I. NAME

The name of this corporation shall be West Coast Business Professionals, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of being an affiliate of the National Association for Female Executives, a women's group, dedicated to the advancement of women of all professions, races, creeds and religions, engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have three (3) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

P. Starla Ardoin, 77 Harbor Woods Circle, Safety Harbor, FL 34695.
Robin Powell, 4708 W. Anita Blvd., Tampa, FL 33611-1118.
Karen Siegel, PO Box 429, Brandon, FL 33509.

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

Office

Name

President
Vice President
Secretary
Treasurer

Robin Powell
Maria Alvarez
Karen Siegel
Anna Allen

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3333 Henderson Blvd., Suite 150, Tampa, FL 33609-2984.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Steven P. Riley, Esquire.

ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

P. Starla Ardoin, 77 Harbor Woods Circle, Safety Harbor, FL 34695;
Robin Powell, 4708 W. Anita Blvd., Tampa, FL 33611-1118;
Karen Siegel, PO Box 429, Brandon, FL 33509.

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of two thirds of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

[Signature]
Subscriber

1/5/98
Date

[Signature]
Subscriber

1/5/98
Date

Robin Powell
Subscriber

1/5/98
Date

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I hereby accept my designation as resident agent and agree to serve as the resident agent of West Coast Business Professionals, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for West Coast Business Professionals, Inc.

[Signature]
Steven P. Riley, Esquire - Registered Agent

State Of Florida
County Of Hillsborough

On Jan. 5, 1998, Steven P. Riley, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of West Coast Business Professionals, Inc.

Robin Powell
Notary Public



ROBIN G POWELL
My Commission CC463502
Expires Jun. 22, 1999
Bonded by HAI
800-422-1555