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TRANSMITTAL LETTER

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

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-01/14/99--01042--011
*****78.75 *****78.75

SUBJECT: Professional Women's Executive Round Table, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Barbara Shore
Name (Printed or typed)

1951 NW 19th St, Ste 103
Address

Boca Raton FL 33431
City, State & Zip

561-417-5666
Daytime Telephone number

99 JAN 14 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and numbers: CR, 1-20-99, 5

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99 JAN 14 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PROFESSIONAL WOMEN'S EXECUTIVE ROUND TABLE, INC.

The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be **PROFESSIONAL WOMEN'S EXECUTIVE ROUND TABLE, INC.**

ARTICLE 2: PURPOSE

This corporation is organized to promote the individual growth and business success of professional women members by providing educational seminars and network opportunities, in accordance with section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax codes.

ARTICLE 3: LIMITATIONS

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 the purposes set forth in Article Second hereof.

ARTICLE 4: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be :
2000 Glades Road, Ste. 324
Boca Raton, FL 33431

ARTICLE 5: SHARES

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE 6: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Marjorie A. Horwin whose registered office is located at the place of business stated in Article 4 above.

ARTICLE 7: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Barbara Ann Shore
1951 NW 19th Street, Ste. 103
Boca Raton, FL 33431

ARTICLE 8: INITIAL DIRECTORS

The number of directors constituting the initial board of directors are four and the names and addresses of the initial directors are:

Patricia Levine-Bentley
120 East Palmetto Park Road
2nd Floor
Boca Raton, FL 33432

Marjorie A. Horwin
2000 Glades Road, Ste. 324
Boca Raton, FL 33431

Barbara Ann Shore
1951 NW 19th Street, Ste 103
Boca Raton, FL 33431

Peggy A. Ridgley
4790 NE 10th Avenue
Ft. Lauderdale, FL 33334

ARTICLE 9: SELECTION OF DIRECTORS

The manner in which directors are to be selected will be stated in the BYLAWS.

ARTICLE 10: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) 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 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 incorporator has executed these Articles of Incorporation on the 4th day of January, 1999.



Barbara Ann Shore
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Florida law, 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.

The name of the corporation is: **PROFESSIONAL WOMEN'S EXECUTIVE ROUND TABLE, INC.**

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

Marjorie A. Horwin
2000 Glades Road, Ste. 324
Boca Raton, FL 33431

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION 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.


SIGNATURE OF REGISTERED AGENT

Marjorie A. Horwin

DATE 1/4/99