

P00000024428

MARIO DeLARA  
Post Office Box 7807  
Clearwater, Florida 33758

February 24, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

900003156699--6  
-03/03/00--01074--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation  
for HUMAN RESOURCE MATRIX, INC.

Dear Sir/Madam:

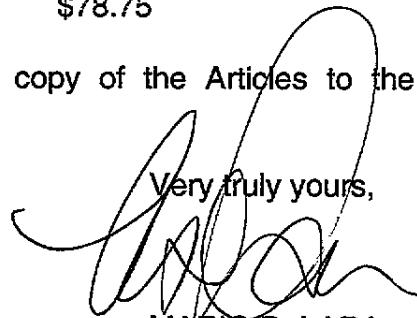
Enclosed herewith for filing in your office please find the original Articles of Incorporation and designation of Registered Agent for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for the following:

File Fee	\$35.00
Registered Agent Fee	35.00
Certified copy of Articles	<u>8.75</u>
	\$78.75

FILED  
00 MAR -3 PM 1:05  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Please forward the certified copy of the Articles to the undersigned at the address above.

Very truly yours,  
  
MARIO DeLARA

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**HUMAN RESOURCE MATRIX, INC.**

**FILED**  
**00 MAR -3 PM 1:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

NAME

The name of this corporation is HUMAN RESOURCE MATRIX, INC.

**ARTICLE II**

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the filing of these Articles.

**ARTICLE III**

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

MARIO DeLARA  
799 Fairwood Lane  
Clearwater, Florida 33759

The mailing address of the corporation is:

Post Office Box 7807  
Clearwater, Florida 33758

The street address of the principal office of the corporation in this State will be:

799 Fairwood Lane  
Clearwater, Florida 33759

The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Mario DeLARA  
799 Fairwood Lane  
Clearwater, Florida 33759

Mary Barbara Jankowski  
11525 8<sup>th</sup> Way North  
St. Petersburg, Florida 33716

Kathleen Morris  
3615 Glenmac Court  
Palm Harbor, Florida 34684

## ARTICLE VII

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

MARIO DeLARA  
799 Fairwood Lane  
Clearwater, Florida 33759

## **ARTICLE VIII**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE IX**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## **ARTICLE X**

### **STOCK TRANSFER AGREEMENTS**

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## **ARTICLE XI**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

ARTICLE XII

CUMULATIVE VOTING

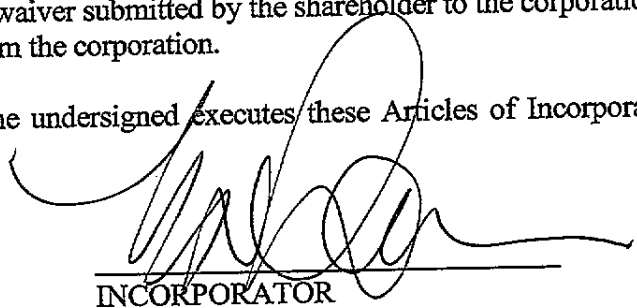
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

29<sup>th</sup> IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this day of February, 2000.

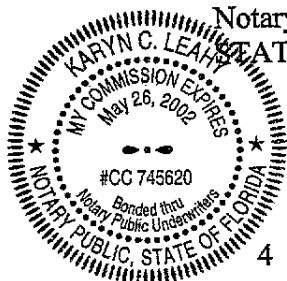
  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA        )  
COUNTY OF PINELLAS    )

29<sup>th</sup> The foregoing Articles of Incorporation were sworn to and acknowledged before me this day of February, 2000, by MARIO DeLARA, who is personally known to me or who has produced FLDL as identification and did/did not take an oath.

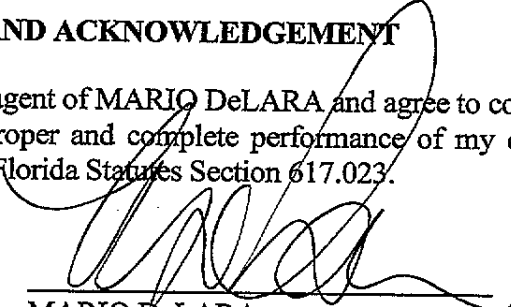
 (SEAL)  
\_\_\_\_\_  
Notary Public  
STATE OF FLORIDA

My Commission Expires:



**ACCEPTANCE AND ACKNOWLEDGEMENT**

I hereby accept to act as registered agent of MARIO DeLARA and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

  
MARIO DeLARA

RECEIVED  
00 MAR -3 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA