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FILED

00 JUL 31 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE 7/25/00

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
P.O. BOX 6327
TALLAHASSEE, FL. 32304

300003340753--4
-07/31/00--01120--002
*****78.75 *****78.75

RE: Professional Resource Group of Central Florida, Inc

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH A
COPY OF SAID ARTICLES FOR

Professional Resource Group of Central Florida, Inc.
NAME OF CORPORATION

OUR CHECK IN THE AMOUNT OF \$78.75 INCLUDES THE FOLLOWING:

- FILING FEE
- CHARTER TAX
- REGISTERED AGENT CERTIFIED COPY

TOTAL \$78.75

RESPECTFULLY SUBMITTED,

Linda K Schwartz
INDIVIDUAL'S NAME

Professional Resource Group of Florida, Inc.
NAME OF CORPORATION (352) 385-0667

FAX COVER

Date: 8/7/00
Fax: 850-487-6804
To: Beth Register
From: Linda Schwartz
Subject: Corporate Name
No. of pages (including cover): 1

Comments:

Per our conversation this morning, I
am giving you permission to change
my application's Corporate name to
Professional Resource Group of Central
Florida, Inc.

Thank you for your help on this. Please
call if you need anything else.

Note: If there is any trouble with this FAX, or all pages are not received, please call
the number below: *L Schwartz*

Post Office Box 1355
Eustis, FL 32727-1355
352-483-5553 Fax: 352-483-9195

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
-OF-

Professional Resource Group of Central Florida, Inc

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the Provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this Corporation shall be:

Professional Resource Group of Central Florida, Inc

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have at any time is 500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than \$500.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

124 McCulloch's Alley

Eustis, FL 32726

ARTICLE VII

The number of Directors of this Corporation shall be at least one (1) and no more than five.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>Linda Schwartz</u>	<u>2874 Alameda Del Norte, Eustis, FL 32726</u>
<u>BA</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

<u>Linda K. Schwartz</u>	<u>2874 Alameda Del Norte, Eustis, FL 32726</u>
SIGNATURE OF INCORPORATOR	ADDRESS
<u>SIGNATURE</u>	<u>ADDRESS</u>

ARTICLE X

The corporate existence of this corporation shall begin on the date on the Articles of Incorporation that are filed on record with the State

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLOIRDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Professional Resource Group of Central Florida, Inc
NAME OF CORPORATION
WITH ITS PLACE OF BUSINESS AT 124 McCulloch's Alley, Eustis, FL 32726
ADDRESS, CITY
HAS NAMED Linda K. Schwartz
NAME OF REGISTERED AGENT
LOCATED AT 124 McCulloch's Alley, Eustis, FL 32726
MUST BE STREET ADDRESS AND # OF BLDG.
CITY OF Eustis STATE OF FL., AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FL.

SIGNATURE Linda K. Schwartz
CORPORATE OFFICER
TITLE President
DATE 7/25/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT ITS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FL. STATUTES.

SIGNATURE Linda K. Schwartz
DATE 7/25/00