

P000000095534

Division of Corporations

<https://ccfsa1.dos.state.fl.us/scripts/efilcovr.exe>

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000053394 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 10 PM 1:55

FLORIDA PROFIT CORPORATION OR P.A.

KRAMER PROFESSIONAL STAFFING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

B. McKnight OCT 10 2000

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit No. H00-533943

**ARTICLES OF INCORPORATION  
OF  
KRAMER PROFESSIONAL STAFFING, INC.**

**ARTICLE I - NAME**

The name of this corporation is Kramer Professional Staffing, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

c/o Presidential Suites, Ltd.  
8151 Peters Road  
Suite 3300  
Plantation, FL 33324.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

c/o Presidential Suites, Ltd.  
8151 Peters Road  
Suite 3300  
Plantation, FL 33324;

and the name and address of the initial registered agent of this corporation are:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 10 PM 1:55

Fax Audit No.: H00- 533943

Fax Audit No. H00-533943

David L. Epstein  
c/o Presidential Suites, Ltd.  
8151 Peters Road  
Suite 3300  
Plantation, FL 33324.

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

David L. Epstein

c/o Presidential Suites, Ltd.  
8151 Peters Road  
Suite 3300  
Plantation, FL 33324.

#### ARTICLE VIII - BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### ARTICLE IX - INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the

Fax Audit No. H00-533943

director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

#### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator, as of the 4<sup>th</sup> day of October, 2000.



\_\_\_\_\_  
David L. Epstein, Incorporator

Fax Audit No. H00- 533943

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, David L. Epstein, who has been designated as registered agent for Kramer Professional Staffing, Inc., a Florida corporation, in the foregoing Articles of Incorporation of Kramer Professional Staffing, Inc., hereby agrees that he will accept service of process for and on behalf of Kramer Professional Staffing, Inc. and that the Corporation will comply with any and all laws, including, without limitation, Section 607.0501, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.



David L. Epstein, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 10 PM 1:55