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To:
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Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

PROFESSIONAL EVALUATION & COUNSELING SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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N. Gulligan OCT 24 2001

ARTICLES OF INCORPORATION

- OF -

PROFESSIONAL EVALUATION & COUNSELING SERVICES, INC.

The undersigned, for the purpose of forming a corporation under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **PROFESSIONAL EVALUATION & COUNSELING SERVICES, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue (number of shares) shares of common stock at \$1.00 par value which shall be designated "Common Shares."

This instrument prepared by:

Janette Pedraza
2590 W. Carandis Road
W.P.B., Florida 3406

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ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 4623 Forest Hill Blvd., Suite 110, West Palm Beach, Florida 33415 and the name of the initial registered agent of this Corporation is Evelio Pedraza, Jr. whose address is 2590 W. Carandis Road, West Palm Beach, Florida 33406. The principal office and mailing address for the Corporation is 4623 Forest Hill Blvd., Suite 110, West Palm Beach, Florida 33415.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Evelio Pedraza, Jr. -- President	2590 W. Carandis Road West Palm Beach, Florida 33406
David West -- Secretary	1712 E. Terrace Drive Lake Worth, Florida 33460

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Evelio Pedraza, Jr.	2590 W. Carandis Road West Palm Beach, Florida 33406

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation, this ____ day of _____, 2001.


EVELIO PEDRAZA, JR.

STATE OF FLORIDA)

:SS.:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Evelio Pedraza, Jr. to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me, and who did/did not take an oath.

WITNESS my hand and official seal this ____ day of _____, 2001.

_____, NOTARY PUBLIC,
State of Florida at Large
My Commission Expires:

DESIGNATION OF REGISTERED AGENT

**Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.**

PROFESSIONAL EVALUATION & COUNSELING SERVICES, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, PROFESSIONAL EVALUATION & COUNSELING SERVICES, INC. desiring to organize as a Corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Palm Beach, County of Palm Beach, State of Florida, has named Evelio Pedraza, Jr. as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


EVELIO PEDRAZA
Registered Agent

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