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MICHAEL L. BERGER, J.D., LL.M., P.A.

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WILLS, ESTATES AND ESTATE PLANNING
TAXATION
CORPORATIONS
REAL ESTATE

THE GEORGIA BAR
THE FLORIDA BAR
THE NORTH CAROLINA BAR
THE DISTRICT OF COLUMBIA BAR

July 29, 2002

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*****78.75 *****78.75

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

RE: Solutions & Resources, Inc.

Gentlepeople:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, please find enclosed the designation of registered agent and a check payable to yourselves in the amount of \$78.75 to cover the costs of filing.

When the Articles of Incorporation have been filed, return the certified copy to me at the above address.

Thank you for your prompt attention to this matter.

Sincerely,



Michael L. Berger

MLB/lkw

Enclosures

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02 AUG 13 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2002

MICHAEL L. BERGER, J.D., M.,P.A.
2500 WEST BROAD STREET
SUITE 413
ATHENS, GA 30606

SUBJECT: SOLUTIONS & RESOURCES, INC.
Ref. Number: W02000022094

We have received your document for SOLUTIONS & RESOURCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 702A00046181

ARTICLES OF INCORPORATION
OF
SOLUTIONS & RESOURCES CONSULTANTS, INC.

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SOLUTIONS & RESOURCES CONSULTANTS, INC.

ARTICLE II

The nature of business of this corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

1. Personnel and product placement services.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$1.00	Common

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TALLAHASSEE, FLORIDA

All of the said stock shall be payable in cash, property, (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agent and the registered agent's address shall be:

Stephen Halpert
8004 SW 102 Street
Miami, FL 33156

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office until the first annual meeting of shareholders and until the directors successor is duly elected

and qualified or until the director's earlier resignation, removal from office or death shall be:

<u>Name</u>	<u>Address</u>
Stephen Halpert	8004 SW 102 Street Miami, FL 33156

ARTICLE VIII

The name and address of the Subscriber and of the person signing these Articles, and the number of shares the subscriber agrees to take is:

<u>Name and Address</u>	<u>Number of Shares</u>
MICHAEL L. BERGER 2500 W. Broad St., Ste. 413 Athens, GA 30606	1

ARTICLE IX

The corporation's principal office and mailing address is as follows:

8004 SW 102 Street
Miami, FL 33156

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in any contract or transaction of this corporation, provided that the fact that such individual or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if such individual were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

ARTICLE XII

This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

There shall be no preemptive rights for any stock issued by this corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscriber to the capital stock hereinbefore named, for the purpose

of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 8th day of August, 2002.

Michael L. Berger (L.S.)
MICHAEL L. BERGER

STATE OF GEORGIA

COUNTY OF CLARKE

I HEREBY CERTIFY that this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL L. BERGER to me well known to be the person described in or who produced a as identification, and who executed the foregoing instrument and he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of August, 2002.

Lorie K. Williamson
Notary Public Signature

(SEAL)

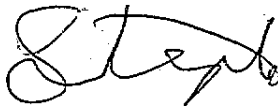
Lorie K. Williamson
Notary Public Printed Name

Notary Public, Madison County, GA
My Commission Expires June 5, 2005

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-that SOLUTIONS & RESOURCES CONSULTANTS, INC., desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Stephen Halpert, as its registered agent to accept service of process within this state. Further, the registered address of this corporation is 8004 SW 102 Street, Miami, FL 33156.


STEPHEN HALPERT

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


STEPHEN HALPERT
Registered Agent