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Florida Department of State  
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CONSOLIDATED PROFESSIONAL RESOURCES, INC.

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**ARTICLES OF INCORPORATION**  
**FOR**  
**CONSOLIDATED PROFESSIONAL RESOURCES, INC.**

The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the Corporation is **CONSOLIDATED PROFESSIONAL RESOURCES, INC.** (hereinafter referred to as the "Corporation").

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

The principal office of the Corporation is **1762 Coral Way, Miami, Florida 33145**, or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III**  
**REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is **George H. Morales, 1762 Coral Way, Miami, Florida 33145**.

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**ARTICLE IV  
INCORPORATOR (S)**

The name and address of the Incorporators of the Corporation are:

**George H. Morales – President/Secretary/Treasurer/Director  
1762 Coral Way  
Miami, Florida 33145**

**ARTICLE V  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI  
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII  
CAPITAL STOCK**

The Corporation is authorized to issue 1000 shares of common stock, par value \$1.00 per share.

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**ARTICLE VIII  
INDEMNIFICATION**


The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

**ARTICLE IX  
DIRECTORS**

The Corporation shall have one (1) initial directors and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors are:

George H. Morales - President/Secretary/Treasurer/Director  
1762 Coral Way  
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23 day of September 2002.



George H. Morales - President/Secretary/Treasurer/Director

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LAZARUS CORPORATION

FAX:3052201440

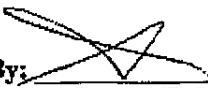
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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF  
CONSOLIDATED PROFESSIONAL RESOURCES, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:   
George H. Morales  
1762 Coral Way  
Miami, Florida 33145

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