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Louis Jerry Cohn, P.A.

Attorney and Counselor at Law
8041 W. McNab Road, Tamarac, FL 33321
(954) 721-1020
FAX (954) 721-3555
E-Mail Ljclawfirm@aol.com

Admitted to Florida Bar and
United States Claims

July 29, 2002

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

FILED
02 OCT 15 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Proposed Corporation – Professional Guardianship Services, Inc.

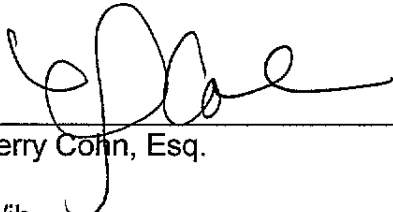
Dear Sir or Madam:

Enclosed herein please find an original and one (1) copy of the Articles of Incorporation for Professional Guardianship Services, Inc. Also enclosed please find a check in the amount of Seventy (\$70.00) Dollars for the filing fee.

Would you kindly send a true copy to the address styled above. Thank you.

Very truly yours,

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*****70.00 *****70.00



L. Jerry Cohn, Esq.

LJC/jh

cc: Derek J. Byerly/President
Professional Guardianship Services, Inc.

enclosures

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 7, 2002

L JERRY COHN, ESQ
8041 W MCNAB RD
TAMARAC, FL 33321

SUBJECT: PROFESSIONAL GUARDIANSHIP SERVICES, INC.
Ref. Number: W02000022828

We have received your document for PROFESSIONAL GUARDIANSHIP SERVICES, INC. and your check(s) totaling \$70.00. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6915.

Janice Love-Washington
Document Specialist
New Filing Section

Letter Number: 802A00047182

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL GUARDIANSHIP SERVICES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PROFESSIONAL GUARDIANSHIP SERVICES, INC.

ARTICLE II - CORPORATE DURATION

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of the State of Florida and the term of existence shall be perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to engaging in every phase and aspect of Professional Guardianship Services.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue is 100 shares, all of which shall be common shares with individual par value of \$1.00.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation".

ARTICLE V - TAX ELECTION

This Corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to section § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless the consent to this election and are not otherwise unqualified to so elect. The article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the section § 1326(a) election.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be **LOUIS JERRY COHN, P.A.**, 8041 W. McNab Road, Tamarac, Florida 33321. The name of the initial registered agent at that address shall be **L. JERRY COHN, ESQ.**

ARTICLE VII - DIRECTORS

The initial Board of Directors of the Corporation shall consist of one member:

DEREK J. BYERLY
111 Lake Emerald Drive, #109
Oakland Park, Florida 33309

ARTICLE VIII - PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:

111 Lake Emerald Drive, #109
Oakland Park, Florida 33309

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of July, 2002



DEREK J. BYERLY/Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **DEREK J. BYERLY** known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person:
Personally known to me, and that an oath was taken.

29th Witness my hand and official seal in the County and State last aforesaid this day of July, A.D. 2002.

Louis Jerry Cohn
Notary Signature

LOUIS JERRY COHN
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires
COMMISSION # CC981541
EXPIRES 11/13/2004
BONDED THRU ASA 1-888-NOTARY1

Printed Name of Notary

**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes

PROFESSIONAL GUARDIANSHIP SERVICES, INC.

A corporation organizing under the laws of the State of Florida with its principal office located at 111 Lake Emerald Drive, #109, Oakland Park, Florida 33309, has named **L. JERRY COHN, ESQ.**, located at **LOUIS JERRY COHN, P.A.**, 8041 W. McNab Road, Tamarac, Florida 33321, as its agent to accept service of process within this State.

NAME	TITLE	SPECIFIC ADDRESS
DIRECTORS		
DEREK J. BYERLY	President	111 Lake Emerald Drive, #109 Oakland Park, Florida 33309

ACCEPTANCE

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



L. JERRY COHN, ESQ.

LOUIS JERRY COHN, P.A.
8041 W. McNab Road
Tamarac, Florida 33321

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