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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

professional resource options II, inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
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1. SMITH: DEC 11 2002

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ARTICLES OF INCORPORATION OF
PROFESSIONAL RESOURCE OPTIONS II, INC.

(4)

ARTICLE I

CORPORATE NAME

The name of this corporation shall be: **PROFESSIONAL RESOURCE OPTIONS II, INC.**

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Ten Thousand (10,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Michael Love, 5700 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 5700 La Gorce Drive, Miami Beach, Florida 33140.

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ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

MICHAEL LOVE

Address

5700 La Gorce Drive
Miami Beach, Florida 33140

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

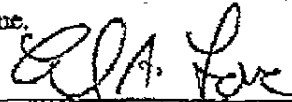
Incorporator

Michael Love

Address

5700 La Gorce Drive
Miami Beach, Florida 33140

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



MICHAEL LOVE

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) : SS

BEFORE ME, the undersigned authority, appeared MICHAEL LOVE, who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this 9th day of December, 2002.



Randall K. Krichgold
NOTARY PUBLIC, State of Florida
Print Name: Randall Krichgold
My Commission Expires:

THE UNDERSIGNED hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Michael Love
MICHAEL LOVE, Registered Agent

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