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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.

global placement center, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION OF
GLOBAL PLACEMENT CENTER, INC.

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ARTICLE I: NAME

The name of the corporation shall be Global Placement Center, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

- A. The principal place of business and mailing address of the corporation shall be 2020 NE 163 Street, Suite 300, North Miami Beach, Florida 33162.
- B. The stockholders of the corporation may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III: PURPOSE

- A. The corporation is organized for the business of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida, including but not limited to the following: recruitment and placement of workers.
- B. The purposes specified herein shall be construed both as powers and purposes and shall in no way be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article. The powers and purposes specified in each of the clauses herein shall be regarded as independent purposes and powers and shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

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ARTICLE IV: SHARES

- A. The corporation is authorized to issue and have outstanding at any time one thousand (1000) shares at one dollar (\$1.00) par value, all of which shall be Common Stock. All Common Stock shall be identical with each other in every respect and the holders of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- B. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, and such shares shall be deemed to be fully paid and non-assessable.
- C. Shares of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate(s) for like number of shares.

ARTICLE V: DIRECTORS AND OFFICERS

- A. The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.
- B. The name, street address, and title of the initial Board of Directors of this corporation is:

Lilia T. Baker, President / CEO/ COO
2020 NE 163 Street, Suite 300
North Miami Beach, Florida 33162

ARTICLE VI: REGISTERED AGENT

The name and street address of the registered agent of this corporation is:

Cindy Kim, Esquire
10800 Biscayne Boulevard, Suite 725
Miami, Florida 33161

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator is:

Lilia T. Baker
2020 NE 163 Street, Suite 300
North Miami Beach, Florida 33162

ARTICLE VIII: DURATION AND EFFECTIVE DATE

This corporation is to exist perpetually unless sooner dissolved according to law. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE IX: CORPORATE DEBT

The private property of the shareholders shall not be subject to the payment of any corporate debt to any extent whatsoever.

ARTICLE X: ADDITIONAL POWERS

- A. The directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, may make, alter, and repeal the By-Laws.

- B. The directors of the corporation may transact business, borrow, lend, deal or contract with the corporation and with other persons competent and authorized to enter into contract to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- C. The directors of the corporation may set apart, out of any funds of the corporation available for dividends, a reserve(s) for any proper purpose, and may alter or abolish such reserve.
- D. The corporation shall have full power and lawful authority to accept property (real, personal, or mixed), labor or services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by the directors of the corporation.
- E. The corporation shall have the first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.
- F. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors, and stockholders herein are granted subject to this reserve.

ARTICLE XI: DIRECTOR ACTION

The directors of the corporation may take action by written consent as provided by law.

ARTICLE XII: INDEMNITY

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

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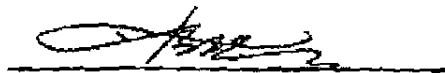
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Having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Cindy Kim, Registered Agent

2/18/03
Date

Pursuant to the laws of the State of Florida, Lilia T. Baker, Incorporator, who is a natural person competent to contract and whose signature appears below, submits these Articles of Incorporation for Global Placement Center, Inc.


Lilia T. Baker, Incorporator

2-18-03
Date

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