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Florida Department of State
Division of Corporations
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STATE
TALLAHASSEE FLORIDA

2003 MAY -5 AM 7:58

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FLORIDA PROFIT CORPORATION OR P.A.

PROFESSIONAL CAREER DEVELOPERS, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL CAREER DEVELOPERS, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of the corporation is PROFESSIONAL CAREER DEVELOPERS, INC., a Florida corporation (the "Corporation")

**ARTICLE II
ADDRESS**

The principal and mailing address of the Corporation shall be 101 Executive Center Drive, 2-207, W. Palm Beach, Florida 33401.

**ARTICLE III
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE IV
PURPOSE**

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. H03000186420 3

This instrument prepared by:

ROXANNE K. BELL, ESQ.

Florida Bar No: 851450

KATZ, BARRON, SQUITERO & FAUST, P.A.

100 N.E. Third Avenue, Suite 280

Ft. Lauderdale, Florida 33301

Tel: (954) 522-3636

Fax: (305) 522-5119

Fax Audit No: R03000186420 3

ARTICLE V
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue Two Hundred Thousand (200,000) shares of Common Stock at par value \$1.00 per share.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is: Michael P. Berke, 101 Executive Center Drive, 2-207, W. Palm Beach, Florida 33401.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 Executive Center Drive, 2-207, W. Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Michael P. Berke.

ARTICLE IX
INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The initial director of this corporation shall be Michael P. Berke.

Fax Audit No: R03000186420 3

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May-05-03 09:19pm From-Katz Baron Squitiero & Faust, P.A.

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CLERK OF STATE
TALLAHASSEE FLORIDA

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ARTICLE X
SHAREHOLDER'S AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, is on file at the principal office of the Corporation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 2nd day of May, 2003.


Michael P. Berke
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 2nd day of May, 2003.


Michael P. Berke

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