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(Requestor's Name)

Linda C. Hanna

Professional Association

ATTORNEY AT LAW

600 South Magnolia Avenue, Suite 125

Tampa, Florida 33606

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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January 29, 2004

Attn: Filing Department
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: PROF, Inc.

Dear Sir or Madam:

We are enclosing an original and two copies of the Articles of Incorporation to be filed, for the above-referenced corporation.

We are also enclosing check number 4783 in the amount of \$78.75, covering the filing fee and certified copy fee.

Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

Sincerely,



Susan L. Beaty
Legal Assistant to
Linda C. Hanna

/slb
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROF, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

PROF, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the *Florida Business Corporation Act and any amendments to it*, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under that Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle its holder to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Place of Business

The street address of the initial principal office, and if, different, the mailing address of the corporation, shall be 4601 W. Kennedy Boulevard, Suite 227, Tampa, Florida, 33609.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 600 S. Magnolia Avenue, Suite 125, Tampa, Florida, 33606, and the initial registered agent of this corporation at such office shall be Linda C. Hanna. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors

may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

Name

Address

James R. Gundry

4601 West Kennedy Boulevard, Suite 227
Tampa, Florida, 33609

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Address

James R. Gundry

4601 West Kennedy Boulevard, Suite 227
Tampa, Florida, 33609

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided they are not

inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes stated.




James R. Gundry

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of January, 2004, by James R. Gundry, who is personally known to me or who has produced _____ as identification and who did ~~(did not)~~ take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.





NOTARY PUBLIC
Name: _____
My Commission Expires: _____

PROF, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Linda C. Hanna, having been named as registered agent to accept service of process for the above name corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 29th day of January, 2004.


Linda C. Hanna

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TALLAHASSEE, FLORIDA

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