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SEC. OF STATE
TALLAHASSEE, FLORIDA

J. Shivers DEC 05 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: New Incorporations

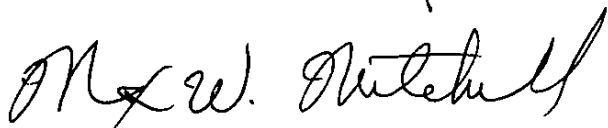
I am inclosing the Articles of Incorporation for two (2) new corporations:

Stern Search Consultants, Inc.

and

Michele Stern & Associates, Inc.

I have enclosed a check in the amount of \$157.50 to cover the filing fee @ \$35.00 each; the registered agent designation fee @ \$35.00 each; and \$8.75 to cover receiving a certified copy for each.



Max W. Mitchell

December 4, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MICHELE STERN & ASSOCIATES, INC.**

The undersigned Incorporator, a natural person, competent to contract, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is:

MICHELE STERN & ASSOCIATES, Inc.

ARTICLE II
NATURE OF BUSINESS

The Corporation is authorized to engage in the business of healthcare career job placement and all other lawful business and any other transactions permitted under the laws of the United States and the State of Florida. The Corporation shall have as many branches as may be deemed necessary.

ARTICLE III
CAPITAL STOCK

The Corporation shall be authorized to issue shares of common stock. The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of the Corporation at any regular or special meeting.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is not less than five hundred (\$500.00) dollars.

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TALLAHASSEE, FLORIDA

ARTICLE V
TERM OF EXISTENCE

The Corporation shall have perpetual existence which shall commence at the time of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

There shall be one director as the first Board of Directors. The name of the member of the first Board of Directors who shall serve until the first annual meeting, or until a successor shall have been elected and qualified is:

Max W. Mitchell 8008 Dorado Ct., Tampa, FL 33637

ARTICLE VII
ADDRESS

The initial street address of the principal office of the Corporation is:

8008 Dorado Ct., Tampa, FL 33637

ARTICLE VIII
MANAGEMENT

The daily affairs of the Corporation shall be managed by the Corporation's directors. The number of directors of this Corporation shall be no less than one (1). The number of directors may be increased, or decreased from time to time, by the By-Laws adopted by the stockholders but shall never be less than one. Directors need not be stockholders.

ARTICLE IX
INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Name: Max W. Mitchell Address: 8008 Dorado Ct., Tampa, FL 33637

ARTICLE X
SECTION 1244 STOCK

The Corporation, and the parties thereto, may take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" such term is used and defined in the Internal Revenue Code and the regulations issued thereunder.

ARTICLE XI
AMENDMENTS

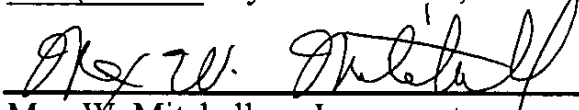
These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be proposed by the stockholders and approved at the stockholders' meeting by a majority vote of those stockholders entitled to vote thereon unless all stockholders sign a written statement manifesting their intention regarding a certain amendment to these Articles of Incorporation.

ARTICLE XII
REGISTERED AGENT

The Registered Agent and initial Registered Office upon whom process may be served is:

Max W. Mitchell located at: 8008 Dorado Ct., Tampa, FL 33637

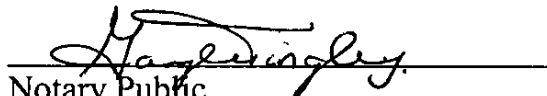
IN WITNESS WHEREOF, I have hereunto set my hand and seals, acknowledges and files the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of December, 2006.



Max W. Mitchell -- Incorporator

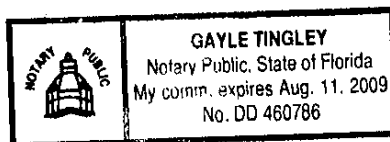
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1 day of December, 2006, by Max W. Mitchell, who provided me with his current valid Florida driver's license.



Notary Public

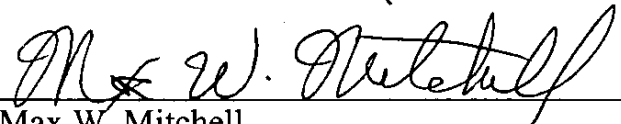
My Commission Expires: Aug 11, 2009



ACKNOWLEDGEMENT AND ACCEPTANCE
OF
RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree and accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 1st day of December, 2006.



Max W. Mitchell

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TALLAHASSEE, FLORIDA