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PROGRESSIVE CONSULTANTS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 12:15

WE ARE REQUESTING change in corp NAME
FROM PROGRESSIVE CONSULTANTS, INC. TO
PROGRESSIVE CONSULTANTS OF SOUTH FLORIDA
INC.

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Thank You

[Signature]

SDC-

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE CONSULTANTS OF SOUTH FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is as follows:

Progressive Consultants of South Florida, Inc.
9000 Sheridan Street
Pembroke Pines, Florida 33024

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of Common Stock, each having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9000 Sheridan Street, Pembroke Pines, Fl 33024 and the name of the initial registered agent of this corporation at that address is Anthony Lazzari.

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ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine.

ARTICLE VII - INITIAL DIRECTOR

The name and address of the initial director who shall hold office until his successor or successors is elected and has qualified:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Lazzari	3962 Trenton Avenue Cooper City, Florida 33026

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Lazzari	3962 Trenton Avenue Cooper City, Florida 33026

ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anyway affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interests shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director of Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by any reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to be which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall insure to the benefit of the heirs, executors and the administrators of any such Director or officer.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgement of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holiday, after subscription and acknowledgement hereof, corporate existence shall begin when these Articles are filed with the Department of State.

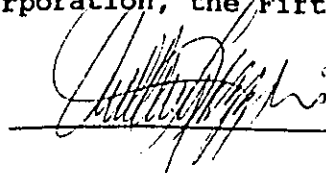
ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting. If all of the Directors, severally, or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation, the Fifth day of December, 1994.

 (SEAL)

STATE OF FLORIDA)

COUNTY OF BR/ ARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Anthony Lazzari to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this Fifth day of December, 1994.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL JO ANN LAWRENCE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC180104 MY COMMISSION EXP. MAR. 28, 1996

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

Anthony Lazzari

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST THAT Progressive Consultants of South Florida, Inc.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at City of Pembroke Pines, County of Broward, State
of Florida has named Anthony Lazzari located at 9000 Sheridan
Street, Pembroke Pines, , State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
HEREY ACCEPT to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY: 

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CLERK OF COURT
1001 CO. ST. 11
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