

P95000010999

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001398770
-02/07/95--01023--013
*****70.00 *****70.00

SUBJECT: Professional Investment Management, Inc.
(Proposed corporate name - must include st. suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 \$78.75 \$122.50 \$131.25

FROM: MARK E. YEGGE
Name (printed or typed)

16809 U.S. Highway 19 N., Suite A
Address

Clearwater, FL 34624
City, State & Zip

813-530-1181
Daytime Telephone number

FILED
95 FEB -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 9 1995

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

The undersigned incorporators, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be: Professional Investment Management, Inc.

Article II: Purpose

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

Article III: Principal Office

The principal place of business and mailing address of this corporation shall be:

16809 U.S. Highway 19 N.; Suite A
Clearwater, Florida 34624

Article IV: Shares

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) all of which shall be common shares with no par value (\$0.00) per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Mark E. Yegge
16809 U.S. Highway 19 North; Suite A
Clearwater, Florida 34624

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TALLAHASSEE, FLORIDA

Article VI: Incorporators

The names and street address of the incorporators to these Articles of Incorporation are:

Mark E. Yegge
16809 U.S. Highway 19 North, Suite A
Clearwater, Florida 34624

John M. Schaible
16809 U.S. Highway 19 North, Suite A
Clearwater, Florida 34624

Article VII: Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial board of directors is:

NAME

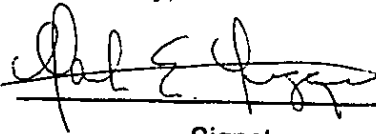
Mark E. Yegge
16809 US Highway 19 N.; Suite A
Clearwater, Florida 34624

John Schaible
16809 US Highway 19 N.; Suite A
Clearwater, Florida 34624

Article VIII: Duration

The term of existence of the corporation is perpetual.

The undersigned incorporators have executed these Articles of Incorporation this first day of February, 1995.



Signature



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Professional Investment Management, INC

2. The name and address of the registered agent and office is:

MARK E. YEGGE
(Name)
16809 U.S. Highway 19 North ; suite A
(P.O. Box not acceptable)
Clearwater, FL 34624
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

2/1/95

PA5000010999

Professional Investment Management, Inc.
301 S. Missouri Avenue, 2nd Floor
Clearwater, FL 33756

Fla Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

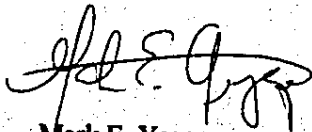
Dear Sirs:

Please ensure that the corporate office address for Professional Investment Management, Inc. has changed to the following:

301 S. Missouri Avenue, Second Floor
Clearwater, FL 33756

Thank you.

Yours sincerely,



Mark E. Yegge
Registered Agent
Director

157/25

P95000010999

Mark E. Yegge
Professional Investment Management, Inc.
301 S. Missouri Avenue, 2nd Floor
Clearwater, FL 33756
Tel: (813) 446-6660

Fla Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/18/97--01106--020
*****35.00 *****35.00

Dear Louise Jackson,

We have enclosed a check made payable for \$35.00 for the filing fee.

Please find attached herewith, the amended Articles of Incorporation/Articles of Amendment for:

Professional Investment Management, Inc.

The text of each amended article is included along with provisions for implementation.

The date of adoption of these Articles is July 14, 1997.

The date of approval by shareholders was July 14, 1997.

The number of shareholder and director votes cast was sufficient to pass and implement these articles.

Thank you.

Yours sincerely,



Mark E. Yegge
Registered Agent
Director

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97 AUG 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed in my presence at 2433 Keene Park Drive, City of Largo, County of Pinellas, State of Florida: *Stephan A Sell*

Amend
LFJ
8-14-97

Articles of Amendment to
ARTICLES OF INCORPORATION

FILED

97 AUG 14 AM 11:25

of

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Professional Investment Management, Inc.

Pursuant to the Laws of the State of Florida

FIRST: The name of the corporation is Professional Investment Management, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Florida is located at 301 S. Missouri Avenue, 2nd Floor; in the city of Clearwater, County of Pinellas. The name of its registered agent at such address is Mark E. Yegge.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida (the "Act").

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is 30,000,000 shares, consisting of:

(1) 3,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock");

(2) 25,000,000 shares of Class A Common Stock, par value \$.01 per share (the "Class A Stock"); and

(3) 2,000,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Stock").

The Class A Stock and the Class B Stock are hereafter collectively referred to as the "Common Stock."

A. PREFERRED STOCK

Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issuance of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions thereof.

B. COMMON STOCK

Except as otherwise provided in this Section B or as otherwise required by applicable law, all shares of Class A Stock and Class B Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

FIFTH: Officers and Directors Are:

Name	Mailing Address:
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Marl. E. Yegge	2433 Keene Park Drive Largo, Florida 33771
John Schaible	220 Fairwood #77 Clearwater, FL 34619

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the appropriate provisions of the Act or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the Act, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

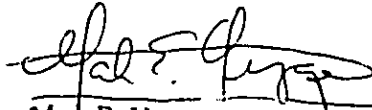
SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Act for payment of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, being an officer and director hereinbefore named, pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this fourteenth day of July, 1997.

This Amendment adopted by shareholders on July 14, 1997.



Mark E. Yegge
Chairman of the Board of Directors
Treasurer