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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS ENTERPRISES, INC

DEPARTMENT OF STATE

4521 PGA BLVD., S-211

STATE OF FLORIDA

409 EAST GAINES STREET

PALM BEACH GARDENS FL 33418-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INTEGRATED PROFESSIONAL SERVICES INC.

FAX AUDIT NUMBER: H95000002038

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/20/1995

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EFFECTIVE DATE

2-20-95

2/21/95

TALLAHASSEE, FLORIDA

95 FEB 21 AM 8:30

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**Articles of Incorporation
of
Integrated Professional Services Inc.**

Article I. Name

The name of this Florida corporation is:

Integrated Professional Services Inc.

Article II. Address

The mailing address of the Corporation is:

Integrated Professional Services Inc.
8910 Miramar Parkway, Suite 307
Miramar, FL 33025

Article III. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of Common Stock and 100,000 shares of Preferred Stock, all of which shall have a par value of \$.001 per share.

A. **Dividends.** The holders of Preferred Stock, prior to and in preference to any dividends or distributions to holders of Common Stock, shall be entitled to receive cash dividends at the rate of 12% of the Original Issue Price per year on each outstanding share of Preferred Stock. The Original Issue Price of the Preferred Stock shall be \$1.00 per share. The Corporation shall be obligated to pay such dividends on the Preferred Stock only when and as declared by the Corporation's Board of Directors out of legally available funds of the Corporation. The dividends on the Preferred Stock shall be cumulative. After all dividends on the Preferred Stock are paid, the Board of Directors may declare dividends on the Common Stock out of legally available funds of the Corporation.

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B. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution shall be made to holders of Common Stock, the holders of Preferred Stock shall be entitled to receive an amount per share equal to the sum of (a) the Original Issue Price and (b) all accrued and unpaid dividends on each share of Preferred Stock. After such payment is made to the holders of Preferred Stock, the remaining assets of the Corporation shall be distributable pro rata to the holders of Common Stock.

C. Redemption of Preferred Stock. The Corporation may redeem some or all of the Preferred Stock at any time by written notice to the holder and payment of the sum of (a) the Original Issue Price and (b) all accrued and unpaid dividends on each share of Preferred Stock. If less than all of the Preferred Stock is redeemed, the redemption shall be done pro rata. The Corporation shall cancel shares that are redeemed.

D. Voting Rights. Each share of Common Stock shall be entitled to one vote. The holders of Common Stock may cumulate their votes for directors. The shares of Preferred Stock shall have no voting rights.

E. Preemptive Rights. The Corporation elects to have preemptive rights.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

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Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107

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The name of each initial member of the Corporation's Board of Directors is:

Antoinette R. Collalto

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of February 20, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on February 20, 1995.

Corporate Creations International Inc.

By: 

Frank A. Rodriguez, President

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107

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

CORPORATION:
Integrated Professional Services Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

Date: February 20, 1995

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Corporate Creations International Inc.
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Palm Beach Gardens, FL 33418
(407) 894-8107