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LAW OFFICE OF  
Scott B. Chapman P.A.

SCOTT B. CHAPMAN #  
Attorney at Law  
# also admitted in Ohio

2300 Glades Road, Ste. 400 - West  
Boca Raton, FL 33431  
Telephone 407-361-0109  
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April 18, 1995

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

100001463891  
-04/25/95--01065--001  
\*\*\*122.50 \*\*\*122.50

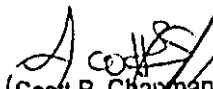
Re: Palm Beach Recruiters, Inc.

To whom it may concern:

Enclosed, please find the original Articles and one (1) copy of Palm Beach Recruiters, Inc.. Please file the original and return the copy certified in the enclosed envelope. Additionally, please find enclosed a check for \$122.50 for the same.

Thank you for your cooperation in this matter. Should you have any questions, please contact me at your convenience.

Very truly yours,

  
(Scott B. Chapman  
Attorney at Law

SBC/sm

B. McGee

APR 27 1995

FILED  
95 APR 24 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE FL 32301

**ARTICLES OF INCORPORATION  
OF  
PALM BEACH RECRUITERS, INC.**

FILED  
95 APR 24 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is Palm Beach Recruiters, Inc.

**ARTICLE II - DURATION**

This Corporation shall have a perpetual existence commencing immediately.

**ARTICLE III - PURPOSE**

The Corporation may engage in any and all lawful activities of business a permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue Five Hundred (500) shares of common stock with par value of \$1.00 per share, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

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

DANIEL F. ROSE  
11117 Lake Aire Circle  
Boca Raton, FL 33498

**ARTICLE VI - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE VII - PREEMPTIVE RIGHTS**

Every stockholder, eligible to be a shareholder of the 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 IX - INCORPORATORS**

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, P.A., Scott B. Chapman, esq., 2300 Glades Road, Suite 400-West Tower, Boca Raton, FL 33431.

#### **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of April, 1995.

  
SCOTT B. CHAPMAN, P.A.  
Scott B. Chapman, esq.

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept Service of Process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 18 day of April, 1995.

By:

DANIEL F. ROSE  
(Registered Agent)

STATE OF FLORIDA                    )  
  ss.:  
COUNTY OF PALM BEACH            )

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared DANIEL F. ROSE, personally known to me or produced identification, and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of PALM BEACH RECRUITERS, INC., and he did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 18th day of April, 1995.

SCOTT B. CHAPMAN  
NOTARY PUBLIC

Printed Name of Notary Public

My Commission Expires:

Personally Known ✓ or  
Identification Produced \_\_\_\_\_



SCOTT B. CHAPMAN  
COMMISSION # CC370102  
EXPIRES MAY 5, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC

FILED  
95 APR 24 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA