

P95000033736

HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA

ATTORNEYS AT LAW
2601 SOUTH BAYSHORE DRIVE
SUITE 600
MIAMI, FLORIDA 33133
TELEPHONE (305) 859-7700
TELEFAX (305) 859-9996

April 24, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001464981
-04/26/95--01033--018
****122.50 ****122.50

Re: Human Resource Development Florida, Inc.
Our File No. 94-1060

EFFECTIVE DATE
4-26-95

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Human Resource Development Florida, Inc., a Florida corporation. Also enclosed is a check for \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enclosures

WPWIN-25230

BE 5-1

95 APR 25 PM 2:30
SECRET
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HUMAN RESOURCE DEVELOPMENT FLORIDA, INC.**

The undersigned, acting as incorporator of Human Resource Development Florida, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE

The name of the corporation is:

Human Resource Development Florida, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2870 Hampton Circle West
Delray Beach, FL 33445

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 24, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

FILED
95 APR 25 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

Ann Antonia Mattera

2870 Hampton Circle West
Delray Beach, Florida 33445

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Arthur J. Furia

2601 South Bayshore Drive
Suite 600
Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this ____ day of April, 1995.



Arthur J. Furia, Incorporator

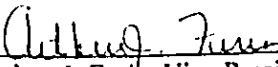
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Human Resource Development Florida, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Arthur J. Furia, Vice President
HKES&F Registered Agent Corp.

WPWIN-25225

FILED
95 APR 25 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOLTZMAN, KRINZMAN, EQUELS & FURIA
ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

SUITE 600

MIAMI, FLORIDA 33133

TELEPHONE (305) 851-7700

TELEFAX (305) 851-3996

WEST PINE STREET
MIAMI, FLORIDA 33133

TELEPHONE (407) 839-0095

TELEFAX (407) 839-2050

April 2, 1996

REPLY TO
MIAMI

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001771495
-04 108 96-01007-005
*****87.50 *****87.10

Re: Human Resource Development Florida, Inc.
File No. 96-1102

Dear Sir or Madam:

Enclosed is an original and one copy of a Resignation of Registered Agent for Human Resource Development Florida, Inc., a Florida corporation. Also enclosed is our check in the amount of \$87 50 for payment of the filing fee.

Please file the Resignation as per the regular procedures and return the stamped copy in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter
Legal Assistant

/jwh
Enclosures

W1WIN-38805

FILED
APR-5 AM 11:31
TALLAHASSEE, FLORIDA

96-000033736
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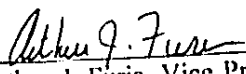
FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT
FOR HUMAN RESOURCE DEVELOPMENT FLORIDA, INC.

Pursuant to the provisions of Section 607.1502(2), Florida Statutes, the undersigned, HKE&F Registered Agent Corp., hereby resigns as Registered Agent for Human Resource Development Florida, Inc., a Florida corporation.

A copy of this resignation was mailed to the above-listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after date on which this statement is filed.


Arthur J. Furia, Vice President
HKE&F REGISTERED AGENT CORP.

FILED
APR -5 AM 11:31
TALLAHASSEE, FLORIDA

FILING FEE FOR THIS DOCUMENT:

\$87.50 - Active Corporation
\$35.00 - Administratively Dissolved Corporation

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Morcume
Secretary of State

May 14, 1996

P95000033736
HUMAN RESOURCE DEVELOPMENT FLORIDA, INC.
2870 HANPTON CIRCLE WEST
DELRAY BEACH, FL 33445

SUBJECT: HUMAN RESOURCE DEVELOPMENT FLORIDA, INC.
Ref. Number: P95000033736

Our records indicate the registered agent for the above named corporation resigned on April 5, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1996

HUMAN RESOURCE DEV. FLORIDA, INC.
2870 HANPTON CIRCLE WEST
DELRAY BEACH, FL 33445

SUBJECT: HUMAN RESOURCE DEVELOPMENT FLORIDA, INC.

Document #: P95000033736

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 796A00036113



CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for HUMAN RESOURCE DEVELOPMENT FLORIDA, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 26, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000033736.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of July, 1996



CR2EO22 (1-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State