

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

P95000039879

ACCOUNT NO. : 072100000032

REFERENCE : 602092 127396A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 19, 1995

ORDER TIME : 12:00 PM

ORDER NO. : 602092

CUSTOMER NO: 127396A

CUSTOMER: John J. Kabboord, Jr., Esq
JOHN J. KABBOORD, JR., ESQ

The Cape Royal Bldg, Suite 801
1980 North Atlantic Avenue
Cocoa Beach, FL 32931

000001494760
-05/19/95--01021--011
****122.50 ****122.50

RUSH WILL WAIT

DOMESTIC FILING

NAME: PROFESSIONAL SUBS, INC.

XXX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Rush will wait
RECEIVED
95 MAY 19 PM 12:19
DIVISION OF CORPORATIONS

5/19

ARTICLES OF INCORPORATION
OF
Professional Subs, Inc.

FILED
55 MAY 19 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is **Professional Subs, Inc.**

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are: To engage in all business activities associated with providing temporary or permanent employee assistance to adult and child care establishments and any and all uses incidental and pertinent and associated therewith. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is **2902 Banchory Road, Winter Park, Florida 32792** and the name of the initial registered agent of this corporation at that address is **TERRY E. DeVORE**.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of this corporation are:

NAME:

ADDRESS:

TERRY E. DeVORE

**2902 Banchory Road
Winter Park, FL 32792**

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

NAME:	ADDRESS
TERRY E. DeVORE	2902 Banchory Road Winter Park, FL 32792

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall

continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of May, 1995.

Terry E. DeVore
TERRY E. DeVORE

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TERRY E. DeVORE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced Florida driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of May, 1995.

Sign: Deborah Horton Benoit
Print: DEBORAH H. BENOIT
Notary Public, State of Florida at Large

My Commission Expires:



DEBORAH HORTON BENOIT
MY COMMISSION # CC369441 EXPIRES
May 18, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

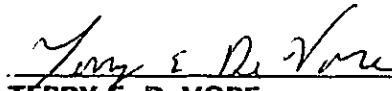
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Professional Subs, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named **TERRY E. DeVORE** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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


TERRY E. DeVORE