

P95000063102

Richard R. Rizzo
11400 Knot Way
Cooper City, Florida 33026

August 11, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

2-110 0000 15-140 033000
-08/15/95--01088--0117
++++122.50 ++++122.50

Re: Professional Resource Associates, Inc.

Gentlemen:

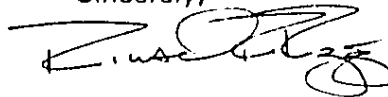
Enclosed are two (2) sets of Articles of Incorporation as well as a check for \$122.50 for the above referenced corporation.

Please return a certified copy to:

Richard R. Rizzo
11400 Knot Way
Cooper City, Florida 33026

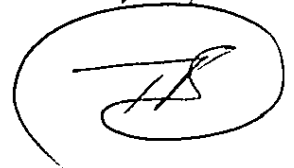
If you have any questions, please contact me at (305) 983-8500, ext. 1142.

Sincerely,



Richard R. Rizzo

Enclosure

8/16/95


ARTICLES OF INCORPORATION
OF
PROFESSIONAL RESOURCE ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Professional Resource Associates, Inc., and its address is 11400 Knot Way, Cooper City, Florida 33026.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 11400 Knot Way, Cooper City, Florida 33026, and the name of its initial registered agent at such address is Richard R. Rizzo.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as member of the initial board of directors is:

Richard R. Rizzo
11400 Knot Way
Cooper City, Florida 33026

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Richard R. Rizzo
11400 Knot Way
Cooper City, Florida 33026

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 10 day of August, 1995.

Richard R. Rizzo
RICHARD R. RIZZO

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

BEFORE ME, personally appeared Richard R. Rizzo, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, this 10 day of Aug, 1995.

Alana A. Lamberson
NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Richard R. Rizzo
RICHARD R. RIZZO
REGISTERED AGENT