

PREPAID 71037



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ACCOUNT NO. : 072100000000

REFERENCE : 682024 132254A

AUTHORIZATION :

COST LIMIT : 9. PREPAID

ORDER DATE : September 14, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 682024

CUSTOMER NO: 132254A

500001584765
-09/14/95--01048--002
*****70.00 *****70.00

CUSTOMER: Susan W. Carlson, Esq
BROWSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: LIAISONS OF FLORIDA, INC.

XX ARTICLES OF INCORPORATION

 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS: _____

FILED
95 SEP 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
SEP 14 1995

T. BROWN SEP 14 1995

ARTICLES OF INCORPORATION
OF
LIAISONS OF FLORIDA, INC.

FILED
95 SEP 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is LIAISONS OF FLORIDA, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 13334 75th Avenue North, Seminole, Florida 34646.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are WAYNE J. NEWELL, 13334 75th Avenue North, Seminole, Florida 34646.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are WAYNE J. NEWELL, 13334 75th Avenue North, Seminole, Florida 34646.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

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 X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

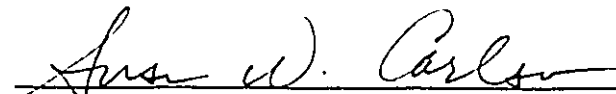
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 13th day of September, 1995.


SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 13th day of September, 1995.


WAYNE J. NEWELL

P95000071037

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No.

001982/952054

Writer's Direct Dial No.

(813) 898-6692

October 2, 1995

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

CERTIFIED MAIL
RETURN RECEIPT
#Z 752 210 535

RE: Liaisons of Florida, Inc.
Articles of Amendment

400001602094
-10/06/95--01024--005
*****35.00 *****35.00

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Articles of Amendment, and our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning it to me.

If you have any questions or require further information, please contact me by telephone.

Very truly yours,

Susan W. Carlson
Susan W. Carlson

SWC:mc
Enclosures

cc: Liaisons of Florida, Inc.

FILED
1995 OCT -5 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
NFT 10-10-95

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LIAISONS OF FLORIDA, INC.

FILED

1995 OCT -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is LIAISONS OF FLORIDA, INC.
2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

"The name of this Corporation is: LIAISONS, INC."

3. This Amendment has been adopted by unanimous Written Action of the Directors and Shareholders of the Corporation on September 27, 1995, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 27th day of September, 1995.

LIAISONS OF FLORIDA, INC.,
a Florida corporation

By: W. Newell
Wayne J. Newell, President