

P96000004894

TRANSMITTAL LETTER

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

SEARCHED INDEXED
SERIALIZED FILED
JUN 12 1996
FBI - TALLAHASSEE

Subject: Impact Professional Services Group, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$131.25 filing fee, certified copy and certificate.

From: Donna N. Woodruff
1200 W. SR 434 Suite 212
Longwood, FL 32750
(407) 260-6674 x3487

FILED
JUN 12 1996
FBI - TALLAHASSEE

1/17/96

**ARTICLES OF INCORPORATION OF IMPACT PROFESSIONAL
SERVICES GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be: Impact Professional Services Group, Inc.

Article II: Principal Office

The principal place of business shall be: Impact Professional Services Group, Inc.
1200 W. SR 434 Suite 212
Longwood, FL 32750

Article III: Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock

Article IV: Initial Registered Agent and Address

The name and address of the initial registered agent is:

Donna N. Woodruff
1200 W. SR 434 Suite 212
Longwood, FL 32750

Article V: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Donna N. Woodruff
1200 W. SR 434 Suite 212
Longwood, FL 32750
(407) 260-6674 x3487

Article VI: Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold prove, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

Article VII: Commencement of Corporate Existence

This corporation shall commence corporate existence immediately upon the filing of these Articles with the Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

Article VIII: Limited Liability of the Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

The undersigned has executed these Articles of Incorporation this 8th day of January 1996.

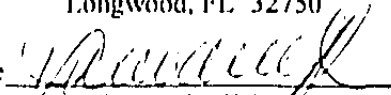

Donna N. Woodruff, Incorporator

Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Impact Professional Services Group, Inc.
2. The name and address of the registered agent and office is:
Donna N. Woodruff
1200 W. SR 434 Suite 212
Longwood, FL 32750

Signature

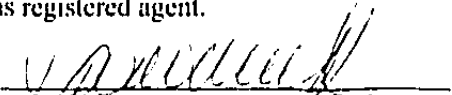

Donna N. Woodruff, Incorporator

Date:

1/8/96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


Donna N. Woodruff, Registered Agent

Date:

1/8/96

Registered agent filing fee enclosed \$35.00

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TAMPA, FL 33602