

JAN-29-1996 10:34

10:09 AM

P.16

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
TALLAHASSEE, FL 32305
FAX: (904) 922-4000

FROM: AMPINE CORPORATE IT COMPANY
1002 W. FLAGLER BL
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FRINDS PROFESSIONAL SERVICES, INC.
FAX AUDIT NUMBER: H96000001352
DATE REQUESTED: 01/29/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.50
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TIME REQUESTED: 10:09:16
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96 JAN 29 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/29

DIVISION OF CORPORATIONS

96 JAN 29 AM 11:23

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⑥

January 26, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Friends Professional Services, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Rachel Savon

Prepared By:
David S. Hernandez
210 University Drive #502
Coral Springs, FL 33071
(305) 344-7288

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ARTICLES OF INCORPORATION
OF

Friends Professional Services, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is Friends Professional Services, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

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

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$ 1.00 par value.

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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 125 NW 109th Ave Ste 304, Pembroke Pines, Fl. 33026.

The name of the initial registered agent of this corporation at that address is Rachel Savon.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one.

ARTICLE IX. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Rachel Savon
125 NW 109th Ave Ste 304
Pembroke Pines, Fl. 33026

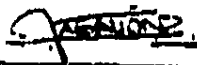
ARTICLE X. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. The Street address of the Principal place of business is: 125 NW 109th Ave Ste 304, Pembroke Pines, Fl. 33026.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 26th Day of
January, 1996.



(SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Rachel Savon, known to me and known by me to
be the person who executed the foregoing Articles of
Incorporation and he/she acknowledged before me that he/she
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 26th day of
January, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State Tallahassee, FL 32304

I, Rachel Savon, do hereby consent to serve as
registered agent for the corporation, Friends Professional
Services, Inc. this 26th day of January, 1996.

Rachel Savon
Rachel Savon

Address of registered agent:

125 NW 109th Ave Ste 304
Pembroke Pines, Fl. 33026

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA