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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: AMS INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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MIAMI FL 33136-2890-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROFESSIONAL MANAGEMENT SOLUTIONS, INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000003143

TIME REQUESTED: 16:18:25

DATE REQUESTED: 03/05/1996

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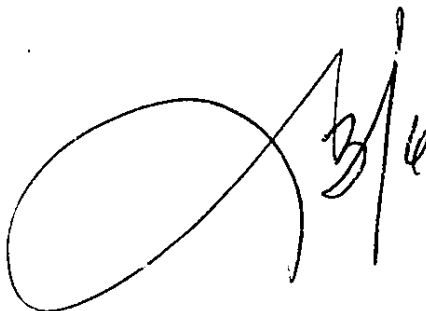
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TALLAHASSEE, FLORIDA



Division of Corporations

96 MAR -6 AM 8:02

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H96-03143

ARTICLES OF INCORPORATION

of PROFESSIONAL MANAGEMENT SOLUTIONS, INC.
 a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: PROFESSIONAL MANAGEMENT SOLUTIONS, INC.
 Address of the Corporation: 961 N.E. 152nd STREET
NORTH MIAMI BEACH, FLORIDA 33162

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 TALLAHASSEE, FLORIDA

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
 PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
961 N.E. 152nd STREET NORTH MIAMI BEACH, FLORIDA 33162
 and the name of the initial registered agent at such address is ARTHUR FRANCIS

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Arthur Francis
 Signature of Registered Agent

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. ARTHUR FRANCIS 961 N.E. 152nd STREET NORTH MIAMI BEACH, FLORIDA 33162

Article 7: The Name and address of the incorporator is:

ARTHUR FRANCIS 961 N.E. 152nd STREET NORTH MIAMI BEACH, FLORIDA 33162

In witness whereof I have subscribed my name

Arthur Francis
 Signature of Incorporator

ARTHUR FRANCIS

H96-03143
 ACE INDUSTRIES, INC.
 154 NW 11th Street
 Miami, FL 33136
 305-358-2571