

P96000020879

GELBER/APPEL
AND COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

Allan F. Appel, CPA
Ronald S. Gelber, CPA
Darlene A. Rogers, CPA

PLEASE FILE THE ENCLOSED ARTICLES OF INCORPORATION
AND RETURN TO THE MIAMI ADDRESS LISTED BELOW (OR
IN THE ENCLOSED RETURN ENVELOPE).

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

800000170017008
-03/04/96--01051--015
***122.50 ***122.50

6N MAR - 7 1996

RECEIVED
MAR - 4 11:11:08
TALLAHASSEE, FLORIDA

3/1/96

ARTICLES OF INCORPORATION

OF

PROFESSIONAL COMMUNICATION EXPERTS, INC.

FILED

26 MAR -6 AM 11:00

TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

PROFESSIONAL COMMUNICATION EXPERTS, INC.
3333 POINCIANA AVENUE
MIAMI BEACH, FL 33133

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of MARCH 1, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 3333 POINCIANA AVENUE, MIAMI BEACH, FL 33133, with offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be MICHELE HANFT.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

MICHELE HANFT
3333 POINCIANA AVENUE
MIAMI BEACH, FL 33133

The name and address of the Incorporator(s) is/are:

MICHELE HANFT
3333 POINCIANA AVENUE
MIAMI BEACH, FL 33133

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1 day of MARCH, 1976.


MICHELE HANFT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that PROFESSIONAL COMMUNICATION EXPERTS, INC., desiring to
organize under the laws of the State of Florida, has named MICHELE
HANFT, County of DADE, State of Florida, as its statutory
Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, 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 open, and I accept the obligations of Section 607.325
F.S.

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 16 DAY OF MARCH A.D. 19 96
Helen S. Moran
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: _____

OFFICIAL NOTARY SEAL
HELEN S MORAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC341713
MY COMMISSION EXP. JULY 22 1998

Michele Hanft
REGISTERED AGENT

DATED: this 1 day
of MARCH, 1996

RECEIVED
MILWAUKEE, FLORIDA
MARCH 14 AM 11:02

CAPITAL CONNECTION, INC.

417-0, Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-11170
 Mailing Address: Post Office Box 10,149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0002
 FAX (904) 222-1222

P960000

NAME _____
 FIRM _____
 ADDRESS _____

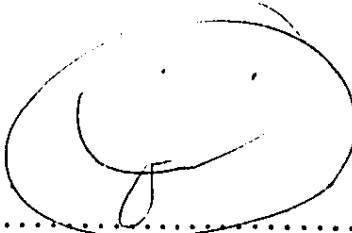
PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Maillet No.: _____ Express Mail No. _____

State Fee \$ _____ Out \$ _____



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/8/97		
TIME	9:30		ck No. _____
BY	CD		

WALK-UP
 will pick up _____

No _____
 Inc: Professional Communi-
 cations Exports, Inc.

20879

Original Return _____
 M. _____
 Corp. Record Branch _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cont. Copy(s) _____

☒ Art. of Amend. File _____
 Discontinuation/Withdrawal _____
 C U B. _____
 Petition Name File _____
 Name Reservation _____
 Annual Report/Information _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit -04/08/97-04048-082
 Valdele Branch *****35.00 *****35.00
 Billing Inland
 Document Inland

Use 1 or 3 File _____
 Use 11 Branch _____
 Use 11 Inland _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Insuring _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____

Subtotals _____

Fee _____
 Dish/Unsed _____
 Surchance _____
 TAX oil complete supplied _____
 SUBTOTAL _____
 PREPAID _____
 BALANCE DUE _____

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1.75% per month on Past Due Amounts
 Past 30 Days, 1.8% per Month
 THANK
 Your Capital

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 97 APR 19 PM 12:24
 97 APR 19 AM 9:14
 RECEIVED

Handwritten signature/initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PROFESSIONAL COMMUNICATION EXPERTS, INC.
Ref. Number: P96000020879

We have received your document for PROFESSIONAL COMMUNICATION EXPERTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

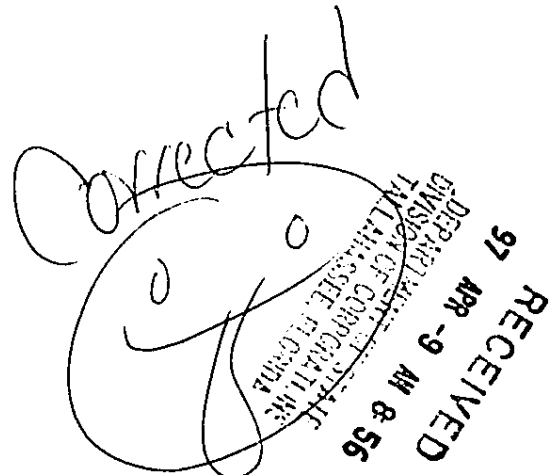
The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00017610



FILED
97 APR -9 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL COMMUNICATION EXPERTS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The following amendment to Article I was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

ARTICLE I

The name and address of this corporation shall be:

PROFESSIONAL COMMUNICATION EXPERTS, INC.
10800 Biscayne Boulevard
Suite 600
Miami, FL 33161

The following amendment to Article V was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval (the statement required by Florida Statute 607.0501 is attached hereto):

ARTICLE V

The name and address of the registered agent and office of the corporation is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161

The following amendment to Article VII was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

ARTICLE VII

The name and address of each member of the Board of Directors, and their respective position, if any, of the corporation are:

Dir./P/VP/S/T - Nathan Matalon, 10800 Biscayne Boulevard,
Suite 600, Miami, Florida 33161;

Signed this 31st day of March, 1997.

PROFESSIONAL COMMUNICATION EXPERTS, INC.

BY: 

NATHAN MATALON, PRESIDENT

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, PROFESSIONAL COMMUNICATION EXPERTS, INC., 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.

The name and address of the registered agent and office of PROFESSIONAL COMMUNICATION EXPERTS, INC. is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161.

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.

Accepted and agreed this 31st day of March, 1997:



NATHAN MATALON

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10,149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0062
 FAX (904) 222-1222

P960000

NAME _____
 FIRM _____
 ADDRESS _____

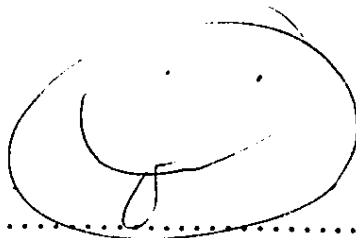
PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To Us via _____ Return via _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Out \$ _____



REQUEST	DATE	TIME	BY	TAKE	CONFIRMED	APPROVED	ck No.
	4/8/97	9:30	CD				

WALK-UP
 Will Pick Up _____

No

Re: Professional Community
 Relations Exports, Inc.

20879

Original Document _____
 Ad. _____
 Corp. Record Section _____
 Ltd. Partnership Filing _____
 Foreign Corp. Filing _____
 () Coll. Copy(s) _____

☒ Ad. of Amendment Filing _____
 Dissolution/Withdrawal _____
 U.S. _____
 Non-U.S. Filing _____

Name Reservation _____
 Annual Report/Statement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit -04/08/97--04049--082
 Vehicle Search *****35.00 *****35.00
 Driving Record _____
 Document Filing _____

Ucc 1 or 3 Filing _____
 Ucc 11 Filing _____
 Ucc 11 Withdrawal _____
 Filing No.'s. _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____

Subtotals

Fee _____
 Unshipped _____
 Unchanged _____
 Tax on corporate supplies _____
 Subtotal _____
 Prepaid _____
 Balance Due _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1.25% per month on first day arrears
 Past 30 days, 1.5% per month.

TOTAL
 from
 Your Capital

RECEIVED
 97 APR - 9 PM 12:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PROFESSIONAL COMMUNICATION EXPERTS, INC.
Ref. Number: P96000020879

We have received your document for PROFESSIONAL COMMUNICATION EXPERTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

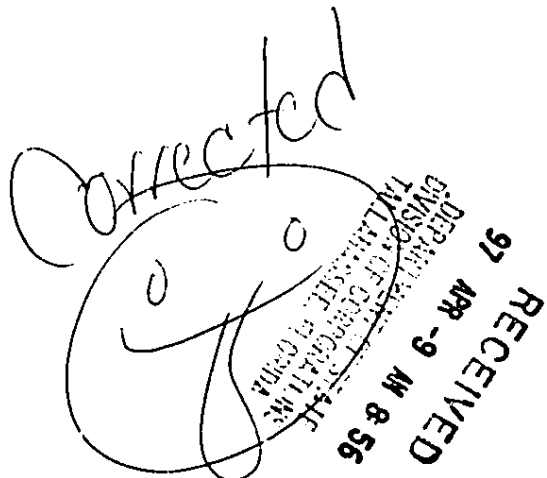
The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00017610



FILED
97 APR -9 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROFESSIONAL COMMUNICATION EXPERTS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The following amendment to Article I was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

ARTICLE I

The name and address of this corporation shall be:

PROFESSIONAL COMMUNICATION EXPERTS, INC.
10800 Biscayne Boulevard
Suite 600
Miami, FL 33161

The following amendment to Article V was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval (the statement required by Florida Statute 607.0501 is attached hereto):

ARTICLE V

The name and address of the registered agent and office of the corporation is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161

The following amendment to Article VII was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

ARTICLE VII

The name and address of each member of the Board of Directors, and their respective position, if any, of the corporation are:

Dir./P/VP/S/T - Nathan Matalon, 10800 Biscayne Boulevard,
Suite 600, Miami, Florida 33161;

Signed this 31st day of March, 1997.

PROFESSIONAL COMMUNICATION EXPERTS, INC.

BY: Nathan Matalon
NATHAN MATALON, PRESIDENT

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, PROFESSIONAL COMMUNICATION EXPERTS, INC., 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.

The name and address of the registered agent and office of PROFESSIONAL COMMUNICATION EXPERTS, INC. is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161.

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.

Accepted and agreed this 31st day of March, 1997:



NATHAN MATALON