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NO. DAYS
TALLAHASSEE, FL 32
904-22-07
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96 MAR 19 AM 0:15

96 MAR 19 PM 1:36

STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 005747 1676060

AUTHORIZATION :

Patricia Page

COST LIMIT : \$ 70.00

ORDER DATE : March 18, 1996

ORDER TIME : 3:34 PM

ORDER NO. : 005747

CUSTOMER NO: 1676060

900001748629

CUSTOMER: Anthony G. Woodward, Esq
TRYBUS WOODWARD & SINSLEY,
P.A.
701 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: EXECUTIVE REFERRAL SERVICES,
INC.

EFFECTIVE DATE: ____

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: Cynthia A Helentjaris

EXAMINER'S INITIALS: _____

3-19-96
TH

**ARTICLES OF INCORPORATION
OF**

EXECUTIVE REFERRAL SERVICES, INC.

FILED
96 MAR 19 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is **EXECUTIVE REFERRAL SERVICES, INC.** The mailing address of this Corporation shall be 10033 West Hillshorough Avenue, Tampa, Florida, 33615, or such other address as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, without par value.

Article III - Preemptive Rights

The Stockholders of the Corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 701 West Bay Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Anthony G.

Woodward.

Article V - Incorporator

The name and address of the person signing these Articles as the Incorporator is:

Anthony G. Woodward
Trybus, Woodward & Sinsley, P.A.
701 West Bay Street
Tampa, Florida 33606

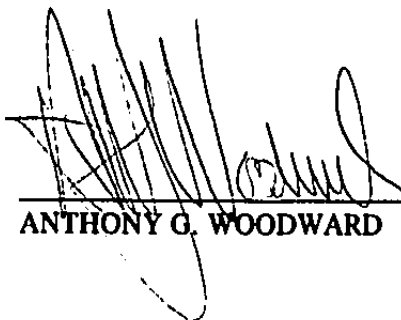
Article VI - Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Initial Directors of this Corporation are:

Sal Maita
1003 West Hillsborough Avenue
Tampa, Florida 33615

Sandy Maita
1003 West Hillsborough Avenue
Tampa, Florida 33615

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14th day of March, 1996.



ANTHONY G. WOODWARD

[Notarization on Following Page]

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

FILED
96 MAR 19 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 14th day of March, 1996,
by **ANTHONY G. WOODWARD**, who is personally known to me and did not take an oath.

Daisy Pegg
NOTARY PUBLIC, STATE OF FLORIDA
Print Name:

My Commission Expires:



DAISEY PEGG
MY COMMISSION # CC360818 EXPIRES
March 3, 1998
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Number:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Anthony G. Woodward
ANTHONY G. WOODWARD,
Registered Agent
Date: March 14, 1996

agw\maita.exe\aoi
3/14/96

TRYBUS, WOODWARD & SINSLEY, P.A.
ATTORNEYS AT LAW

Ronald H. Trybus
Anthony G. Woodward
Barbara A. Sinsley

701 WEST BAY STREET
TAMPA, FLORIDA 33606

Telephone (813) 261-2200
Facsimile (813) 261-2446

P96000024424

October 25, 1996

Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, FL 32314

300001989069--9
-10/29/96--01120--017
*****52.50 *****52.50

Re: Articles of Amendment for EXECUTIVE REFERRAL SERVICES, INC.

Dear Secretary:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation in the above-referenced corporation, and our firm's check in the amount of \$87.50 which represents your fee for filing (\$35.00) and the for furnishing a certified copy (\$52.50).

Very truly yours,


Anthony G. Woodward

AGW:bl
Enclosure

FILED
96 OCT 28 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

\$35 due for CC

Amend

VS NOV 1 1996

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
EXECUTIVE REFERRAL SERVICES, INC.**

FILED
96 OCT 28 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Sal Maita
1003 West Hillsborough Avenue
Tampa, Florida 33615

Sandy Maita
1003 West Hillsborough Avenue
Tampa, Florida 33615

2. The following amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 1st day of September, 1996, in the manner prescribed the Florida Business Act:

3. Article VI, titled "Initial Board of Directors" is hereby amended to read as follows:

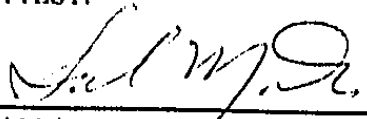
Article VI - Board of Directors

This Corporation shall have one Director. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Directors of this Corporation are:

Sal Malta
1003 West Hillsborough Avenue
Tampa, Florida 33615

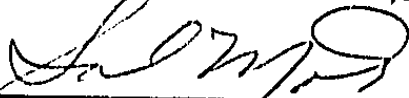
DATED this 1st day of September, 1996.

ATTEST:



Sal Malta, Secretary

EXECUTIVE REFERRAL SERVICES, INC.

By: 

Sal Malta, President

P96000024424
TRYBLES, WOODWARD & SINSLEY, P.A.
ATTORNEYS AT LAW

Ronald H. Trybula
Anthony G. Woodward
Barbara A. Sinsley

701 WEST BAY STREET
TAMPA, FLORIDA 33606

Telephone (813) 261-2200
Facsimile (813) 261-2446

November 6, 1996

Department of State
Division of Corporations
Attn: Velma Shepard
P. O. Box 5327
Tallahassee, FL 32314

800002008208--9
-11/19/96--01120--018
*****35.00 *****35.00

Re: Articles of Amendment for EXECUTIVE REFERRAL SERVICES, INC.

Dear Ms. Shepard:

Pursuant to your request, enclosed is a copy of your correspondence of November 1, 1996, along with a filed stamped copy of the the Articles of Amendment and our firm's check in the amount of \$35.00.

Very truly yours,

Bonnie Laney
Bonnie Laney, Legal Assistant to
Anthony G. Woodward

AGW:bl
Enclosure

302 / 205

\$35 Cent.

VS NOV 14 1996

CC By VS