

P96000033773

**Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314**

BOARD OF DIRECTORS

Dr. Roy Phillips
President
Howard Haller Jr.
Secretary
Vernon C. Anderson
Treasurer

Carolyn J. Allen
 Ronald C. Clyne, III
 Clarence W. Fowl
 J. William Fox
 Ronald L. Hazen
 Howard Huxley, Jr., M.D.
 John A. Hurl
 Ken Mason
 Congresswoman Carrie P. Meek
 Dr. Rudolph Meier
 Gail C. Brown
 Neil Robinson
 Dorothy Stewart
 Kieran Johnson Street
 Elaine H. Black,
 Executive Director

Dear Sir/Madam:

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

FILED
95 APR 15 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


William C. Young, JD

AL. APR 18 1965

6255 N.W. 71st Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OF

**PROFESSIONAL DEVELOPMENT, COMMUNICATION & MARKETING
CORPORATION**

FILED

96 APR 15 AM 11:38

RECEIVED DATE
ALLA HANSEL FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **PROFESSIONAL DEVELOPMENT, COMMUNICATION & MARKETING CORPORATION**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 16420 Ontario Place, Davie, Florida 33331; and the mailing address of the Corporation is at Post Office Box 821207, South Florida USPS Facility, Florida 33082.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 16420 Ontario Place, Davie, Florida 33331, and the registered agent at that office is John R. Rice .

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

John R. Rice
16420 Ontario Place
Davie, Florida 33331

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

John R. Rice
16420 Ontario Place
Davie, Florida 33331

IN WITNESS WHEREOF, I, John R. Rice, the undersigned incorporator, have signed these Articles of Incorporation on this 8 day of April, 1996 and acknowledged the same to be my act.

John R. Rice
John R. Rice

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 8 day of April, 1996 by John R. Rice, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida's Driver's License as identification.

NOTARY PUBLIC:

SIGN:

Elaine H. Black

PRINT:

ELAINE H. BLACK

STATE OF FLORIDA AT LARGE



OFFICIAL SEAL
ELAINE BLACK
My Commission Expires
March 15, 1997
Comm. No. CC 266222

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **PROFESSIONAL DEVELOPMENT, COMMUNICATION & MARKETING CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Davie, County of Broward, State of Florida, has named John R. Rice at 16420 Ontario Place, City of Davie, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY: John R. Rice

John R. Rice

DATE: 4/3/96

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TALLAHASSEE, FLORIDA