

P960000036219

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400001761114  
-04/16/96--01002--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

C.A.S. INC.

SUBJECT

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

*Vincent S. Flori*

Name (printed or typed)

4133 Elmar Dr. Suite 11

Address

*BY-the-Sea*  
Lauderdale, Florida 33308

City, State & Zip

954-776-8344

Daytime telephone number

96 APR 26 AM 11:08  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

*296-8233*  
*APC*  
*4/20/96*



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

April 17, 1996

VINCENT S. FIORI  
4133 ELMAR DRIVE  
SUITE 11  
LAUDERDALE-BY-THE-SEA, FL 33308

SUBJECT: C.A.S. INC.  
Ref. Number: W96000008233

We have received your document for C.A.S. INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 196A00017817

**C.A.S. CONSULTING**  
4133 DEL MAR DR. SUITE 11  
LAUDERDALE-ON-THE-SEA, FL. 33308

DIVISIONS OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

DEAR SIR/MADAME

PLEASE MAKE NOTE OF THE DAYTIME TELEPHONE NUMBER :

954-772-8344

THANK YOU

VINCENT S. FIORI

## ARTICLES OF INCORPORATION

*The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

FILED  
96 APR 26 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be:

C.A.S. CONSULTING INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4133 ELMAR DR. SUITE 11  
LAUDERDALE-BY-THE-SEA, FLORIDA 33308

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000).

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ROGER WETHERHOLT  
11660 CANAL DR.  
N. MIAMI, 33181

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Vincent S. Fiori  
4133 Elmer Dr, Suite 11  
Lauderdale By-The-Sea, Florida 33308

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10<sup>th</sup> day of April, 19 96.

(An additional article must be added if an effective date is requested.)

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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.

1. The name of the corporation is:

C.A.S. CONSULTING INC.

2. The name and address of the registered agent and office is:

**ROGER WETHERHOLT**

(NAME)

11660 Canal Drive  
(P.O. Box or )

N. Miami, Florida 33181

*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.*

Roger O. Wetherholt  
(SIGNATURE)

April 10, 1996  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**

FILED  
96 APR 26 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000036219

Florida Department of State  
DIVISIONS OF CORPORATIONS  
P.O. Box 8377  
TALLAHASSEE FL 32314

Re: Change of Address (MAILING)

CAS CONSULTING INC.  
DOC # P96000036219

From 4133 FEL MDM. Drive  
SUITE 11  
LAUDERDALE BEACH FL 33308

to P.O. Box 971  
POMPANO BEACH FL  
33061

Please send all correspondence  
to this Box Number -

~~I~~ have not received my  
Corporation Annual Report

For my FIRST

THANK YOU

updated  
on 10/14

P96000036219

Profit Resource Group, Inc.  
Requestor's Name

1115 Pendleton St.  
Address

Cincinnati, OH 45210  
City/State/Zip Phone #

500002325685--7  
-09/05/97--01098--008  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>pk</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 OCT 20 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 20 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 9, 1997

PROFIT RESOURCE GROUP INC.  
1115 PENDELTON STREET  
CINCINNATI, OH 45210

SUBJECT: C.A.S. CONSULTING INC.  
Ref. Number: P96000036219

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If the officers and/or directors have changed, please make this change in the amendment. If the registered agent or registered office has changed, this change can be made in the amendment. The new agent must sign and state he is familiar with the obligations of the position.

The Incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50. *See Accompanying Letter*

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 397A00049633

REC'D  
97 OCT 20 3:56  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 24, 1997

PROFIT RESOURCE GROUP INC.  
1115 PENDLETON ST.  
CINCINNATI, OH 45210

09059701098008

Subject: PROFIT RESOURCE GROUP INC.  
RE: 497A00047283

We have received your document for the above Fictitious Name and your check(s) totaling \$50.00; however, the document has not been filed and is being returned for the following:

A corporation cannot be cancelled on a fictitious form.

After the corrections have been made, return the application to: Fictitious Name Registration, P.O. Box 1300, Tallahassee, Florida 32302-1300 within 30 days.

Should you have any questions regarding this matter you may contact our office at (850) 488-9000.

/jr  
Division of Corporations

Letter No. 497A00047283

*Enclosed Please Find  
Articles of Amendment  
to Articles of Incorporation  
of CPS Consulting Inc.*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 OCT 20 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.A.S. CONSULTING INC.  
Profit  
(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

1. That a name change be instituted to change the corporation name from C.A.S. CONSULTING INC. - to Profit Resource Group INC.
2. that the name of the Registered Agent AND OFFICE/DIRECTOR be changed from Rosal Wethelbut to Vincent S Fiori. who is familiar with the obligations of the position

*Vincent S Fiori*

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 7/29/87

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29 of September 19 87

Signature

Vincent S. Fiori  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Vincent S. Fiori  
Typed or printed name

Incorporator / President  
Title

P96000036217

Profit Resource Group, Inc.

Requestor's Name

1115 Pendleton St

Address

Cincinnati, OH 45210

City/State/Zip

Phone #

500002325685--7

-09/05/97--01098--008

\*\*\*\*\$0.00 \*\*\*\*\$0.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>12</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 OCT 20 AM 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TALL OCT 20 1997

**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

**October 9, 1997**

**PROFIT RESOURCE GROUP INC.  
1115 PENDELTON STREET  
CINCINNATI, OH 45210**

**SUBJECT: C.A.S. CONSULTING INC.  
Ref. Number: P96000038219**

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If the officers and/or directors have changed, please make this change in the amendment. If the registered agent or registered office has changed, this change can be made in the amendment. The new agent must sign and state he is familiar with the obligations of the position.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$22.50.

If you have any questions concerning this matter, please either respond in writing or call (800) 487-8905.

**Thelma Lewis**  
Corporate Specialist Supervisor

**Letter Number: 387A00049833**

RECEIVED

97 OCT 20 3:56

DIVISION OF CORPORATIONS

**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

September 24, 1997

**PROFIT RESOURCE GROUP INC.**  
**1115 PENDLETON ST.**  
**CINCINNATI, OH 45210**

**09059701098008**

**Subject: PROFIT RESOURCE GROUP INC.**  
**RE: 497A00047283**

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Should you have any questions regarding this matter you may contact our office at (850) 488-8000.

*fr*  
Division of Corporations

Letter No. 497A00047283

*Enclosed Please Find  
Articles of Amendment  
to Articles of Incorporation  
of CRS Consulting Inc.*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 OCT 20 AM 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.R.S. CONSULTING INC.  
Profit  
(present name)

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1. That a name change be instituted to change the corporation name from C.R.S. CONSULTING INC. - to Profit Resource Group INC.
2. that the name of the Registered Agent and officer/director be changed from Roger Wetherill to Vincent S Fiori. who is familiar with the obligations of the position

Vincent S Fiori

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 7/29/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 09 of September 19 97

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Vincent S. Fiori  
Type or printed name

Incorporator / President  
Title